

COMMSCOPE INC
Form 4
January 19, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DRENDEL FRANK M

(Last) (First) (Middle)
1100 COMMSCOPE PLACE, SE
(Street)

HICKORY, NC 28602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMMSCOPE INC [CTV]

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	01/14/2011		D	614,912 D	\$ 0	D	
Common Stock	01/14/2011		D	112,000 D	\$ 31.5 0	I	Drendel Investments, Inc.
Common Stock	01/14/2011		D	100 D	\$ 31.5 0	I	By Estate of Spouse
Common Stock	01/14/2011		D	3,517.81 D	\$ 31.5 0	I	By Savings Plan ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Stock Options	\$ 29.51	01/14/2011		D		186,937	(3)	01/20/2020	Common Stock 186,
Stock Options	\$ 9.8	01/14/2011		D		133,346	(3)	03/24/2019	Common Stock 133,
Stock Options	\$ 41.22	01/14/2011		D		105,650	(4)	01/22/2018	Common Stock 105,
Stock Options	\$ 30.42	01/14/2011		D		51,100	(3)	12/13/2016	Common Stock 51,
Stock Options	\$ 19.91	01/14/2011		D		74,800	(3)	12/14/2015	Common Stock 74,8
Stock Options	\$ 18.92	01/14/2011		D		155,600	(3)	12/16/2014	Common Stock 155,
Stock Options	\$ 15.58	01/14/2011		D		130,200	(3)	12/19/2013	Common Stock 130,
Stock Options	\$ 7.93	01/14/2011		D		136,000	(3)	12/19/2012	Common Stock 136,
Stock Options	\$ 16.2	01/14/2011		D		155,000	(3)	02/21/2012	Common Stock 155,
Performance Share Units	\$ 0	01/14/2011		D		38,680	(5)	01/22/2011	Common Stock 38,6
Performance Share Units	\$ 0	01/14/2011		D		38,836	(6)	01/12/2014	Common Stock 38,8

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DRENDEL FRANK M
1100 COMMSCOPE PLACE, SE X
HICKORY, NC 28602

Chairman
& CEO

Signatures

/s/Frank M.
Drendel 01/19/2011

**Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Each share was disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among the Issuer, Cedar I Holding Company, Inc. ("Cedar I Holding") and Cedar I Merger Sub, Inc., dated as of October 26, 2010, in exchange for either: (a) \$31.50 in cash or (b) a share of Cedar I Holding common stock valued at \$31.50 per share.
- (2) Shares held by Savings Plan as of January 14, 2011.
This option, which provided for vesting in three equal annual installments beginning on the first anniversary of the date of grant, was
- (3) disposed of pursuant to the Merger Agreement by conversion into an option to acquire shares of Cedar I Holding common stock valued at \$31.50 per share.
- (4) This option, which provided for vesting in three equal annual installments beginning on the first anniversary of the date of grant, was cancelled and disposed of pursuant to the Merger Agreement.
- (5) These performance share units, which provided for vesting in one installment on the third anniversary of the date of grant, subject to achievement of performance criteria, were cancelled and disposed of pursuant to the Merger Agreement in exchange for \$31.50 in cash for each share of the Issuer's common stock subject to such performance share unit.
- (6) These performance share units, which provided for vesting in one installment on or before February 28, 2011, subject to achievement of performance criteria, were cancelled and disposed of pursuant to the Merger Agreement in exchange for \$31.50 in cash for each share of the Issuer's common stock subject to such performance share units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.