Edgar Filing: Benoist Gray G - Form 4

Benoist Gray Form 4									
August 25, 20								OMB A	PPROVAL
FORM	UNITED	STATES SECUR Was	ITIES AN hington, l			IGE (COMMISSION		3235-0287
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed purs Section 17(a	ENT OF CHANG suant to Section 16 a) of the Public Ut	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940					Expires: January 31 2005 Estimated average burden hours per response 0.5 n	
(Print or Type R	esponses)								
1. Name and Ad Benoist Gray	Symbol	2. Issuer Name and Ticker or Trading Symbol BELDEN CDT INC. [BDC]				5. Relationship of Reporting Person(s) to Issuer			
(Last) 7701 FORSY SUITE 800	(First) (M	Iiddle)3. Date of (Month/Date)	Earliest Tra ay/Year)	-			Director X Officer (give below)		o Owner er (specify
			nendment, Date Original Ionth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 		
ST. LOUIS,	MO 63105						Form filed by M Person	Iore than One Re	eporting
(City)	(State)	(Zip) Table	e I - Non-De	rivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) c l of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Restricted Stock Units	08/24/2006		А	9,090 (1)	A	\$0	9,090	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of
Stock Appreciation Rights (SARs)	\$ 33 <u>(2)</u>	08/24/2006		A	29,446	08/24/2007 <u>(3)</u>	08/24/2016	Common Stock	29

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Benoist Gray G 7701 FORSYTH BOULEVARD, SUITE 800 ST. LOUIS, MO 63105			VP, Chief Financial Officer			
Signatures						

S /s/Gray

08/25/2006 G.Benoist

**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).
- The RSUs will vest five years from the grant date and are subject to acceleration of vesting or forfeiture in accordance with the terms and (1)conditions of the grant.
- (2) Average of the NYSE high and low price per share of Belden CDT Inc. stock on grant date.
- (3) The Stock Appreciation Rights (SARs) vest in three equal annual installments beginning on August 24, 2007.

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.