

STAPLES CATHY O  
Form 4  
November 03, 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 \*  
STAPLES CATHY O

(Last) (First) (Middle)  
7733 FORSYTH BOULEVARD,  
SUITE 800  
(Street)

ST. LOUIS, MO 63105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BELDEN INC. [BDC]

3. Date of Earliest Transaction (Month/Day/Year)  
11/02/2011

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)  
SVP, Human Resources

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 11/02/2011                           |  | M                              |   | 5,167 A \$ 11.92  | 51,481   | D   |
| Common Stock                    | 11/02/2011                           |  | D                              |   | 2,981 (1) D \$ 31.9   | 48,500   | D   |
| Common Stock                    | 11/02/2011                           |  | M                              |   | 5,108 A \$ 21.7   | 53,608   | D   |
| Common Stock                    | 11/02/2011                           |  | D                              |   | 4,005 (2) D \$ 31.9   | 49,603   | D   |
| Common Stock                    | 11/03/2011                           |  | S                              |   | 100 D \$ 32.934   | 49,503   | D   |

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|              |            |   |       |   |            |        |   |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 11/03/2011 | S | 100   | D | \$ 32.9701 | 49,403 | D |
| Common Stock | 11/03/2011 | S | 400   | D | \$ 32.95   | 49,003 | D |
| Common Stock | 11/03/2011 | S | 500   | D | \$ 32.97   | 48,503 | D |
| Common Stock | 11/03/2011 | S | 1,000 | D | \$ 32.98   | 47,503 | D |
| Common Stock | 11/03/2011 | S | 100   | D | \$ 33      | 47,403 | D |
| Common Stock | 11/03/2011 | S | 1,087 | D | \$ 33.01   | 46,316 | D |
| Common Stock | 11/03/2011 | S | 2     | D | \$ 33.57   | 46,314 | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights                  | \$ 11.92   | 11/02/2011                           |  | M                              | 5,167   | 02/24/2010 <sup>(3)</sup> 02/24/2019                     | Common Stock 5,   |
| Stock Appreciation Rights                  | \$ 21.7  | 11/02/2011                           |  | M                              | 5,108   | 02/22/2011 <sup>(4)</sup> 02/22/2020                     | Common Stock 5,   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| STAPLES CATHY O<br>7733 FORSYTH BOULEVARD, SUITE 800<br>ST. LOUIS, MO 63105 |               |           | SVP, Human Resources |       |

## Signatures

/s/ Cathy O.  
Staples

11/03/2011

\*\*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).
- (1) This represents the difference between the number of SARs exercised (5,167) and the number of shares issued as a result of the exercise (2,186). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date of exercise (\$31.90) and the exercise price (\$11.92). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
  - (2) This represents the difference between the number of SARs exercised (5,108) and the number of shares issued as a result of the exercise (1,103). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date of exercise (\$31.90) and the exercise price (\$21.70). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
  - (3) 5,167 SARs became exercisable on February 24, 2010 and 5,167 SARs became exercisable on February 24, 2011. The remaining 5,166 SARs will become exercisable on February 24, 2012.
  - (4) 5,108 SARs became exercisable on February 22, 2011. The remaining 10,216 SARs will become exercisable in equal installments on February 22, 2012 and February 22, 2013.

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.