

BELDEN INC.  
Form 4  
February 17, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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 \*  
Stroup John S

(Last) (First) (Middle)

1 NORTH BRENTWOOD  
BOULEVARD, 15TH FLOOR

(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)  
02/13/2015

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)  
President and 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 02/13/2015                           |  | M <sup>(1)</sup>               |   | 87,067 A \$ 39.83   | 164,579  | D   |
| Common Stock                    | 02/13/2015                           |  | D                              |   | 62,406 <sup>(2)</sup> D \$ 87.38  | 102,173  | D   |
| Common Stock                    | 02/17/2015                           |  | S <sup>(3)</sup>               |   | 24,661 D \$ 87.1737 <sup>(4)</sup>  | 77,512   | D   |
| Common Stock                    | 02/13/2015                           |  | M <sup>(1)</sup>               |   | 50,000 A \$ 35.79   | 50,000   | I   |
|                                 | 02/13/2015                           |  | D                              |   | D \$ 87.38  | 17,036   | I   |

By  
Barry-Wehmiller  
Trust

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|              |            |  |  |  |              |        |   |         |   |                          |
|--------------|------------|--|--|--|--------------|--------|---|---------|---|--------------------------|
| Common Stock |            |  |  |  | 32,964       |        |   |         |   | By Barry-Wehmiller Trust |
|              |            |  |  |  | <u>(5)</u>   |        |   |         |   |                          |
| Common Stock | 02/17/2015 |  |  |  | \$           |        |   |         |   | By Barry-Wehmiller Trust |
|              |            |  |  |  | <u>(6)</u>   |        |   |         |   |                          |
|              |            |  |  |  | S <u>(3)</u> | 17,036 | D | 87.1956 | 0 | I                        |

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

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SEC 1474  
(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights                  | \$ 39.83   | 02/13/2015                           |  | M <sup>(1)</sup>               | 87,067  | <u>(7)</u> 02/27/2022                                    | Common Stock  | 87,067                     |
| Stock Appreciation Rights                  | \$ 35.79   | 02/13/2015                           |  | M <sup>(1)</sup>               | 50,000  | <u>(8)</u> 03/02/2021                                    | Common Stock  | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Stroup John S<br>1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR<br>ST. LOUIS, MO 63105 | X             |           | President and CEO |       |

## Signatures

/s/ Brian E. Anderson, attorney-in-fact for John S. Stroup  
02/17/2015

\*\*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) The exercise reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on May 10, 2013.

This represents the difference between the number of SARs exercised (87,067) and the number of shares issued as a result of the exercise (24,661). 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 (\$87.38) and the exercise price (\$39.83). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(3) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on May 10, 2013.

This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$86.67 to \$87.655. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(5) This represents the difference between the number of SARs exercised (50,000) and the number of shares issued as a result of the exercise (17,036). 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 (\$87.38) and the exercise price (\$35.79). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(6) This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$86.7801 to \$87.62. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(7) 43,534 SARs became exercisable on February 27, 2013 and 43,533 SARs became exercisable on February 27, 2014. The remaining 43,533 SARs will become exercisable on February 27, 2015.

(8) From the original grant of 140,370 SARs, 46,790 vested on March 2, 2012, 46,790 vested on March 2, 2013 and 46,790 vested on March 1, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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