

Suggs Denis
Form 4
February 19, 2013

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 *
Suggs Denis

(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)
02/15/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP Amer Ops & Glob Cable Prod

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V	Amount or Price		
Common Stock	02/15/2013		S		949	D	\$ 50.16 25,013
Common Stock	02/15/2013		S		100	D	\$ 50.165 24,913
Common Stock	02/15/2013		S		1,100	D	\$ 50.17 23,813
Common Stock	02/15/2013		S		1,040	D	\$ 50.18 22,773
Common Stock	02/15/2013		S		100	D	\$ 50.185 22,673

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Common Stock	02/15/2013	S	100	D	\$ 50.197	22,573	D
Common Stock	02/15/2013	S	300	D	\$ 50.2	22,273	D
Common Stock	02/15/2013	S	400	D	\$ 50.21	21,873	D
Common Stock	02/15/2013	S	500	D	\$ 50.22	21,373	D
Common Stock	02/15/2013	S	200	D	\$ 50.25	21,173	D
Common Stock	02/15/2013	S	400	D	\$ 50.32	20,773	D
Common Stock	02/15/2013	S	100	D	\$ 50.355	20,673	D
Common Stock	02/15/2013	S	200	D	\$ 50.365	20,473	D
Common Stock	02/15/2013	S	200	D	\$ 50.37	20,273	D
Common Stock	02/15/2013	M	20,000	A	\$ 21.7	40,273	D
Common Stock	02/15/2013	D	<u>12,184</u> ⁽¹⁾	D	\$ 50.15	28,089	D
Common Stock	02/15/2013	M	13,000	A	\$ 11.92	41,089	D
Common Stock	02/15/2013	D	<u>6,330</u> ⁽²⁾	D	\$ 50.15	34,759	D
Common Stock	02/19/2013	S	400	D	\$ 50.41	34,359	D
Common Stock	02/19/2013	S	100	D	\$ 50.43	34,259	D
Common Stock	02/19/2013	S	600	D	\$ 50.47	33,659	D
Common Stock	02/19/2013	S	600	D	\$ 50.49	33,059	D
Common Stock	02/19/2013	S	700	D	\$ 50.5	32,359	D
Common Stock	02/19/2013	S	200	D	\$ 50.51	32,159	D
Common Stock	02/19/2013	S	500	D	\$ 50.52	31,659	D
	02/19/2013	S	600	D	\$ 50.53	31,059	D

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Common Stock								
Common Stock	02/19/2013		S	400	D	\$ 50.54	30,659	D
Common Stock	02/19/2013		S	200	D	\$ 50.55	30,459	D
Common Stock	02/19/2013		S	200	D	\$ 50.56	30,259	D
Common Stock	02/19/2013		S	400	D	\$ 50.58	29,859	D

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

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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	\$ 11.92	02/15/2013		M	13,000	⁽³⁾ 02/24/2019	Common Stock	13,000
Stock Appreciation Rights	\$ 21.7	02/15/2013		M	20,000	⁽⁴⁾ 02/22/2020	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Suggs Denis 7733 FORSYTH BOULEVARD, SUITE 800 ST. LOUIS, MO 63105			EVP Amer Ops & Glob Cable Prod	

Signatures

/s/ Brian E. Anderson, attorney-in-fact for Denis
Suggs

02/19/2013

__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 (20,000) and the number of shares issued as a result of the exercise (7,816). 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 (\$50.15) and the exercise price (\$21.70). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(2) This represents the difference between the number of SARs exercised (13,000) and the number of shares issued as a result of the exercise (6,670). 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 (\$50.15) and the exercise price (\$11.92). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(3) 9,500 SARs became exercisable on February 24, 2010, 9,500 SARs became exercisable on February 24, 2011 and 9,500 SARs became exercisable on February 24, 2012.

(4) 13,832 SARs became exercisable on February 22, 2011 and 13,831 SARs became exercisable on February 22, 2012. The remaining 13,831 SARs will become exercisable on 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.

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