

Stroup John S
Form 4
May 17, 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 *
Stroup John S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

ST. LOUIS, MO 63105

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

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

(City) (State) (Zip)

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	Price		
Common Stock	05/16/2013		M ⁽¹⁾		26,580	A \$ 19.93	80,758 D	
Common Stock	05/16/2013		S ⁽²⁾		26,580	D \$ 55	54,178 D	
Common Stock	05/16/2013		M ⁽¹⁾		100,000	A \$ 25.805	154,178 I	By Barry-Wehmiller Trust
Common Stock	05/16/2013		D		72,526 ⁽³⁾	D \$ 54.655	81,652 I	By Barry-Wehmiller Trust
	05/17/2013		S ⁽²⁾		27,474	D	54,178 I	

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Common Stock	\$ 55.0727 <u>(4)</u>	By Barry-Wehmiller Trust
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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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date		
Stock Options	\$ 19.93	05/16/2013		M ⁽¹⁾		26,580	<u>(5)</u>	10/31/2015	Common Stock	26,580
Stock Appreciation Rights	\$ 25.805	05/16/2013		M ⁽¹⁾		100,000	<u>(6)</u>	02/22/2016	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stroup John S 7733 FORSYTH BOULEVARD, SUITE 800 ST. LOUIS, MO 63105	X		President and CEO	

Signatures

/s/ Brian E. Anderson, attorney-in-fact for John S. Stroup	05/17/2013
**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) The exercise reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on August 12, 2011.
- (2) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on August 12, 2011.

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- (3) This represents the difference between the number of SARs exercised (100,000) and the number of shares issued as a result of the exercise (27,474). 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 (\$54.655) and the exercise price (\$25.805). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
- (4) This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$54.80 to \$55.4095. 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) One-third of the original grant of 351,580 stock options vested on the first (10/31/2006), second (10/31/2007), and third (10/31/2008) anniversaries of the grant.
- (6) From the original grant of 113,600 SARs, 37,867 became exercisable on February 22, 2007, 37,867 became exercisable on February 22, 2008 and 37,866 became exercisable on February 22, 2009.

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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