

BELDEN INC.

Form 4

August 26, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BALK LANCE C**

(Last) (First) (Middle)

**C/O BELDEN INC., 1 NORTH  
BRENTWOOD BOULEVARD,  
15TH FLOOR**

(Street)

**SAINT 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)  
**08/26/2016**

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)

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	(D)	Price

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.**

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Depository Shares <sup>(1)</sup>	<u>(2)</u>	08/26/2016	P		1,254 (3)		<u>(2)</u>	07/15/2019 <u>(2)</u>	Common Stock	1,661. (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALK LANCE C C/O BELDEN INC. 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR SAINT LOUIS, MO 63105	X			

## Signatures

/s/ Brian E. Anderson, attorney-in-fact for Lance C. Balk

08/26/2016

          \*\*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) Each Depositary Share represents a 1/100th interest in a share of Belden Inc.'s 6.75% Series B Mandatory Convertible Preferred Stock.
- The conversion price of the Preferred Stock on the mandatory conversion date (July 15, 2019) is dependent upon the average market value of the Common Stock for a period of time prior to the mandatory conversion date as set forth in the Pricing Term Sheet filed with the SEC as a Free Writing Prospectus on July 20, 2016. The Preferred Stock automatically converts into Common Stock on July 15, 2019, but holders may elect to convert shares of the Preferred Stock into Common Stock at any time prior to such date at a conversion price of 120.46 shares of Common Stock per share of the Preferred Stock.
- (3) This represents 12.54 shares of the Preferred Stock.
- See note (2). If the average market value of the Common Stock during the period of time indicated in note (2) prior to the mandatory conversion date were \$73.81 per share (the closing price on August 26, 2016), each share of the Preferred Stock would convert into 132.50 shares of Common Stock.
- (4)

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.