

STAPLES CATHY O
 Form 4
 November 03, 2011

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 *
 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	D	
Common Stock	11/02/2011		D		2,981 (1) D \$ 31.9	D	
Common Stock	11/02/2011		M		5,108 A \$ 21.7	D	
Common Stock	11/02/2011		D		4,005 (2) D \$ 31.9	D	
Common Stock	11/03/2011		S		100 D \$ 32.934	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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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 Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 11.92	11/02/2011		M	5,167	02/24/2010 ⁽³⁾ 02/24/2019	Common Stock 5,
Stock Appreciation Rights	\$ 21.7	11/02/2011		M	5,108	02/22/2011 ⁽⁴⁾ 02/22/2020	Common Stock 5,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAPLES CATHY O 7733 FORSYTH BOULEVARD, SUITE 800 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.

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