BELDEN INC. Form 4 March 05, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Trivedi Dhrupad Issuer Symbol BELDEN INC. [BDC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 1 NORTH BRENTWOOD 03/03/2014 below) **BOULEVARD, 15TH FLOOR** President, Industrial IT (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63105 Person

(0, ,)

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of	` '	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)
Common Stock	03/03/2014		M(1)	3,770	A	\$ 35.83	5,159	D	
Common Stock	03/03/2014		D	2,608 (2)	D	\$ 70.495	2,551	D	
Common Stock	03/04/2014		S(3)	1,162	D	\$ 72.0466	1,389	D	

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

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number.

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	ctionof D Secu	umber erivative urities uired	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securitie
	Security				Disp (D)	bosed of tr. 3, 4,				
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amous or Number of Shares
Stock Appreciation Rights	\$ 35.83	03/03/2014		M(1)	,	, ,	03/01/2014	03/01/2021	Common Stock	3,77

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Trivedi Dhrupad 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR

President, Industrial IT

Signatures

ST. LOUIS, MO 63105

/s/ Brian E. Anderson, attorney-in-fact for Dhrupad Trivedi

03/05/2014

**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. Trivedi on February 15, 2013.
- This represents the difference between the number of SARs exercised (3,770) and the number of shares issued as a result of the exercise (1,162). 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 (\$70.495) and the exercise price (\$35.83). 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. Trivedi on February 15, 2013.

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.

Reporting Owners 2