

BELDEN INC.

Form 4

January 03, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zink Doug

(Last) (First) (Middle)

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)
01/02/2014

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 _____ Other (specify
below) below)
VP and CAO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/02/2014		M ⁽¹⁾	V Amount (A) or (D) Price 900 A \$ 40.96	2,080	D	
Common Stock	01/02/2014		D	673 ⁽²⁾ D \$ 69.67	1,407	D	
Common Stock	01/02/2014		M ⁽¹⁾	1,000 A \$ 11.92	2,407	D	
Common Stock	01/02/2014		D	492 ⁽³⁾ D \$ 69.67	1,915	D	
Common Stock	01/03/2014		S ⁽⁴⁾	735 D \$ 69.44	1,180	D	

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

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 40.96	01/02/2014		M ⁽¹⁾	900	⁽⁵⁾ 02/20/2018	Common Stock	900
Stock Appreciation Rights	\$ 11.92	01/02/2014		M ⁽¹⁾	1,000	02/24/2012 02/24/2019	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Zink Doug 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR SAINT LOUIS, MO 63105	VP and CAO

Signatures

/s/ Doug Zink 01/03/2014

**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. Zink on September 27, 2013.

(2) This represents the difference between the number of SARs exercised (900) and the number of shares issued as a result of the exercise (227). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the

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difference between the FMV on the date of exercise (\$69.67) and the exercise price (\$40.96). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

- (3) This represents the difference between the number of SARs exercised (1,000) and the number of shares issued as a result of the exercise (508). 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 (\$69.67) and the exercise price (\$11.92). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
- (4) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Zink on September 27, 2013.
- (5) 300 SARs became exercisable on February 20, 2009, 300 SARs became exercisable on February 20, 2010 and 300 SARs became exercisable on February 20, 2011.

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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