

BELDEN INC.
Form 4
August 30, 2016

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 *
Derksen Henk

(Last) (First) (Middle)
1 NORTH BRENTWOOD
BOULEVARD, 15TH FLOOR
(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)
08/29/2016

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)
SVP, Finance, & CFO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/29/2016		M		1,800 A \$ 47.705	20,137	D
Common Stock	08/29/2016		D		1,371 (1) D \$ 74.31	18,766	D
Common Stock	08/29/2016		M		8,400 A \$ 40.96	27,166	D
Common Stock	08/29/2016		D		5,888 (2) D \$ 74.31	21,278	D
Common Stock	08/29/2016		M		1,868 A \$ 11.92	23,146	D

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Common Stock	08/29/2016	D	929 ⁽³⁾	D	\$ 74.31	22,217	D
Common Stock	08/29/2016	M	13,768	A	\$ 21.7	35,985	D
Common Stock	08/29/2016	D	8,695 ⁽⁴⁾	D	\$ 74.31	27,290	D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 47.705	08/29/2016		M	1,800	⁽⁵⁾ 02/21/2017	Common Stock	1,800
Stock Appreciation Rights	\$ 40.96	08/29/2016		M	8,400	⁽⁶⁾ 02/20/2018	Common Stock	8,400
Stock Appreciation Rights	\$ 11.92	08/29/2016		M	1,868	02/24/2012 02/24/2019	Common Stock	1,868
Stock Appreciation Rights	\$ 21.7	08/29/2016		M	13,768	⁽⁷⁾ 02/22/2020	Common Stock	13,768

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Derksen Henk 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR			SVP, Finance, & CFO	

ST. LOUIS, MO 63105

Signatures

/s/ Brian E. Anderson, attorney-in-fact for Henk Derksen

08/30/2016

__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) This represents the difference between the number of SARs exercised (1,800) and the number of shares issued as a result of the exercise (429). 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 (\$74.31) and the exercise price (\$47.705). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(2) This represents the difference between the number of SARs exercised (8,400) and the number of shares issued as a result of the exercise (2,512). 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 (\$74.31) 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 (1,868) and the number of shares issued as a result of the exercise (939). 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 (\$74.31) and the exercise price (\$11.92). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(4) This represents the difference between the number of SARs exercised (13,768) and the number of shares issued as a result of the exercise (5,073). 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 (\$74.31) and the exercise price (\$21.70). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(5) 600 SARs became exercisable on February 21, 2008, 600 SARs became exercisable on February 21, 2009 and 600 SARs became exercisable on February 21, 2010.

(6) 2,800 SARs became exercisable on February 20, 2009, 2,800 SARs became exercisable on February 20, 2010 and 2,800 SARs became exercisable on February 20, 2011.

(7) 6,884 SARs became exercisable on February 22, 2012 and 6,884 SARs became exercisable on 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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