

Stroup John S
Form 4
January 02, 2013

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 *
Stroup John S

(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)
12/31/2012

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)
President and CEO

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)
Common Stock	11/09/2012		G ⁽¹⁾	V	90,000	D	\$ 0	81,002	D	
Common Stock	11/09/2012		G	V	90,000	A	\$ 0	90,000	I	By Spouse
Common Stock	11/21/2012		G ⁽²⁾	V	86,555	D	\$ 0	3,445	I	By Spouse
Common Stock	11/21/2012		G	V	86,555	A	\$ 0	86,555	I	By Family Trust
Common Stock	12/10/2012		G ⁽³⁾	V	2,540	D	\$ 0	78,462	D	

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Common Stock	12/11/2012		G ⁽⁴⁾	V	7,198	D	\$ 0	71,264	D	
Common Stock	12/11/2012		G ⁽⁵⁾	V	3,445	D	\$ 0	0	I	By Spouse
Common Stock	12/31/2012		M ⁽⁶⁾		6,489	A	\$ 19.93	77,753	D	
Common Stock	12/31/2012		S ⁽⁷⁾		6,489	D	\$ 45	71,264	D	
Common Stock	01/02/2013		M ⁽⁶⁾		143,511	A	\$ 19.93	214,775	D	
Common Stock	01/02/2013		S ⁽⁷⁾		143,511	D	\$ 45	71,264	D	
Common Stock								4,063	I	By Irrevocable Trust for Children

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

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights	\$ 25.805	12/05/2012		G ⁽⁸⁾	V 113,600	⁽⁹⁾	02/22/2016	Common Stock
Stock Appreciation Rights	\$ 25.805	12/05/2012		G	V 113,600	⁽⁹⁾	02/22/2016	Common Stock
Stock Appreciation Rights	\$ 47.705	12/05/2012		G ⁽¹⁰⁾	V 107,400	⁽¹¹⁾	02/21/2017	Common Stock
Stock Appreciation Rights	\$ 47.705	12/05/2012		G	V 107,400	⁽¹¹⁾	02/21/2017	Common Stock

Stock Appreciation Rights	\$ 35.79	12/05/2012	G ⁽¹²⁾	V	92,500	(13)	03/02/2021	Common Stock
Stock Appreciation Rights	\$ 35.79	12/05/2012	G	V	92,500	(13)	03/02/2021	Common Stock
Stock Options	\$ 19.93	12/31/2012	M ⁽⁶⁾		6,489	(14)	10/31/2015	Common Stock
Stock Options	\$ 19.93	01/02/2013	M ⁽⁶⁾		143,511	(14)	10/31/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stroup John S 7733 FORSYTH BOULEVARD, SUITE 800 ST. LOUIS, MO 63105	X		President and CEO	

Signatures

/s/ Brian E. Anderson, attorney-in-fact for John Stroup

01/02/2013

**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) In order to update the public record, several bona-fide gift transactions performed for charitable and estate planning purposes are being voluntarily reported. As indicated by this line and the next line, on November 9, 2012, Mr. Stroup gifted 90,000 shares to his spouse.
- (2) As indicated by this line and the next line, on November 21, 2012, Mr. Stroup's spouse gifted 86,555 to a family trust. Mr. Stroup remains the beneficial owner of these shares.
- (3) On December 10, 2012, Mr. Stroup gifted 2,540 shares to a charitable organization.
- (4) On December 11, 2012, Mr. Stroup gifted 7,198 shares to a charitable organization.
- (5) On December 11, 2012, Mr. Stroup's spouse gifted 3,445 shares to a charitable organization.
- (6) The exercise reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on August 12, 2011.
- (7) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on August 12, 2011.
- (8) As indicated by this line and the next line, on December 5, 2012, Mr. Stroup gifted 113,600 stock appreciation rights to a trust. Mr. Stroup remains the beneficial owner of these stock appreciation rights.
- (9) 37,867 SARs became exercisable on February 22, 2007, 37,867 SARs became exercisable on February 22, 2008 and 37,866 SARs became exercisable on February 22, 2009.
- (10) As indicated by this line and the next line, on December 5, 2012, Mr. Stroup gifted 107,400 stock appreciation rights to a trust. Mr. Stroup remains the beneficial owner of these stock appreciation rights.
- (11) 35,800 SARs became exercisable on February 21, 2008, 35,800 SARs became exercisable on February 21, 2009 and 35,800 SARs became exercisable on February 21, 2010.

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- (12) As indicated by this line and the next line, on December 5, 2012, Mr. Stroup gifted 92,500 stock appreciation rights to a trust. Mr. Stroup remains the beneficial owner of these stock appreciation rights.
- Of the original grant of 140,370 SARs, 46,790 SARs became exercisable on March 2, 2012. 46,790 SARs will become exercisable on
- (13) March 2, 2013 and 46,790 SARs will become exercisable on March 2, 2014. The 92,500 SARs gifted are composed of the 46,790 SARs that became exercisable on March 2, 2012 and 45,710 of the SARs that will become exercisable on March 2, 2013.
- (14) One-third of the original grant of 351,580 stock options vested on the first (10/31/2006), second (10/31/2007), and third (10/31/2008) anniversaries of the grant.

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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