

STAPLES CATHY O
Form 4
March 26, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)

03/25/2010

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 below) ___ Other (specify below)

SVP, Human Resources

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 03/25/2010 | | M | | 10,000 | A | \$ 19.075 57,390 |
| Common Stock | 03/25/2010 | | S | | 577 | D | \$ 25.38 56,813 |
| Common Stock | 03/25/2010 | | S | | 3,000 | D | \$ 25.4 53,813 |
| Common Stock | 03/25/2010 | | S | | 300 | D | \$ 25.4006 53,513 |
| Common Stock | 03/25/2010 | | S | | 2,323 | D | \$ 25.41 51,190 |

Edgar Filing: STAPLES CATHY O - Form 4

| | | | | | | | |
|--------------|------------|---|---------------------|---|------------|--------|---|
| Common Stock | 03/25/2010 | S | 377 | D | \$ 25.42 | 50,813 | D |
| Common Stock | 03/25/2010 | S | 123 | D | \$ 25.4201 | 50,690 | D |
| Common Stock | 03/25/2010 | S | 300 | D | \$ 25.4211 | 50,390 | D |
| Common Stock | 03/25/2010 | S | 100 | D | \$ 25.43 | 50,290 | D |
| Common Stock | 03/25/2010 | S | 2,900 | D | \$ 25.44 | 47,390 | D |
| Common Stock | 03/25/2010 | M | 5,167 | A | \$ 11.92 | 52,557 | D |
| Common Stock | 03/25/2010 | D | <u>3,311</u> (1) | D | \$ 25.465 | 49,246 | D |
| Common Stock | 03/26/2010 | S | 556 | D | \$ 25.61 | 48,690 | D |
| Common Stock | 03/26/2010 | S | 100 | D | \$ 25.6201 | 48,590 | D |
| Common Stock | 03/26/2010 | S | 856 | D | \$ 25.64 | 47,734 | D |
| Common Stock | 03/26/2010 | S | 100 | D | \$ 25.6401 | 47,634 | D |
| Common Stock | 03/26/2010 | S | 244 | D | \$ 25.65 | 47,390 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------|---------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of |
| | | | | Code | V (A) (D) | | | | |

| | | | | | | | | |
|---------------------------|-----------|------------|---|--------|---------------------------|------------|--------------|---|
| Stock Options | \$ 19.075 | 03/25/2010 | M | 10,000 | 02/23/2005 ⁽²⁾ | 02/23/2014 | Common Stock | 1 |
| Stock Appreciation Rights | \$ 11.92 | 03/25/2010 | M | 5,167 | 02/24/2010 ⁽³⁾ | 02/24/2019 | 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

03/26/2010

**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 (1,856). 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 (\$25.465) and the exercise price (\$11.92). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
- (2) The options became exercisable in three equal annual installments on February 23, 2005, February 23, 2006 and February 23, 2007.
- (3) 5,167 SARs became exercisable on February 24, 2010. The remaining 10,333 SARs will become exercisable in equal installments on February 24, 2011 and February 24, 2012.

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.