

MATZ ROBERT W
Form 4
February 21, 2003

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

1. Name and Address of Reporting Person* (Last, First, Middle) Matz, Robert W. <hr/>	2. Issuer Name and Ticker or Trading Symbol Belden Inc. (BWC) <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr/>
7701 Forsyth Blvd., Suite 800 <hr/> <p style="text-align: center;"><i>(Street)</i></p> St. Louis, MO 63105 <hr/> <p style="text-align: center;"><i>(City) (State) (Zip)</i></p>	4. Statement for (Month/Day/Year) February 20, 2003 <hr/>	5. If Amendment, Date of Original (Month/Day/Year) <hr/>
	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, Belden Communications Div. <hr/>	7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Code	V	Amount	(A) or (D)	Price
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Common Stock***	2/18/03	2/18/03	A V	6,000 A	11,000	D	
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					343	I	401(k) - as of 12/31/02
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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 <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
				Code V	(A) (D)
Belden Inc. (Stock Option - Right to Buy)****	13.30	2/18/03		A	10,000

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
2/18/04	2/18/13	Common Stock	10,000	20,000	D

Explanation of Responses:

*** Grant of restricted shares made by the Compensation Committee of the Board of Directors of the Company under the 2003 Belden Inc. Long-Term Incentive Plan ("2003 Plan"), following approval of the plan by the Board of Directors on 2/18/03. Grant is subject to shareholder approval of the 2003 Plan at the Company's 5/06/03 annual shareholders' meeting.

**** Granted by the Compensation Committee of the Board of Directors under the Belden Inc. Long-Term Incentive Plan. The price reflects the average of the high and low on 2/18/03, the deemed option grant date price.

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/s/ Robert W. Matz

February 20, 2003

**Signature of Reporting
Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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