BELDEN INC.
Form 4
May 07, 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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * BLOOMFIELD KEVIN L	2. Issuer Name **and** Ticker or Trading Symbol BELDEN INC. [BDC]	5. Relationship of Reporting Person(s) to Issuer
(Last)　　(First)　　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2014	(Check all applicable) _____ Director　　_____ 10% Owner __X__ Officer (give title _____ Other (specify below)　　　　　　below) 　　SVP, Secretary & Gen. Counsel
1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
ST. LOUIS, MO 63105		
(City)　　(State)　　(Zip)		

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)	Price			
Common Stock	05/05/2014		M		5,600	A	$ 25.805	20,768	D	
Common Stock	05/05/2014		D		3,199 (1)	D	$ 72.39	17,569	D	
Common Stock	05/05/2014		M		8,600	A	$ 47.705	26,169	D	
Common Stock	05/05/2014		D		6,646 (2)	D	$ 72.39	19,523	D	
Common Stock	05/05/2014		M		11,700	A	$ 40.96	31,223	D	

1

Common Stock	05/05/2014		D	8,963 (3)	D	$ 72.39	22,260	D
Common Stock	05/05/2014		M	24,000	A	$ 11.92	46,260	D
Common Stock	05/05/2014		D	13,565 (4)	D	$ 72.39	32,695	D
Common Stock	05/05/2014		M	23,459	A	$ 21.7	56,154	D
Common Stock	05/05/2014		D	14,909 (5)	D	$ 72.39	41,245	D
Common Stock	05/06/2014		S	26,077	D	$ 71.9382 (6)	15,168	D

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

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	$ 25.805	05/05/2014		M		5,600		(7)	02/22/2016	Common Stock	5,600
Stock Appreciation Rights	$ 47.705	05/05/2014		M		8,600		(8)	02/21/2017	Common Stock	8,600
Stock Appreciation Rights	$ 40.96	05/05/2014		M		11,700		(9)	02/20/2018	Common Stock	11,700
Stock Appreciation Rights	$ 11.92	05/05/2014		M		24,000		(10)	02/24/2019	Common Stock	24,000

| Stock Appreciation Rights | $ 21.7 | 05/05/2014 | | M | 23,459 | (11) | 02/22/2020 | Common Stock | 23,45 |

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLOOMFIELD KEVIN L 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR ST. LOUIS, MO 63105			SVP, Secretary & Gen. Counsel	

Signatures

/s/ Kevin L. Bloomfield	05/07/2014
**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) This represents the difference between the number of SARs exercised (5,600) and the number of shares issued as a result of the exercise (2,401). 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 ($72.39) and the exercise price ($25.805). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(2) This represents the difference between the number of SARs exercised (8,600) and the number of shares issued as a result of the exercise (1,954). 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 ($72.39) and the exercise price ($47.705). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(3) This represents the difference between the number of SARs exercised (11,700) and the number of shares issued as a result of the exercise (2,737). 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 ($72.39) and the exercise price ($40.96). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(4) This represents the difference between the number of SARs exercised (24,000) and the number of shares issued as a result of the exercise (10,435). 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 ($72.39) and the exercise price ($11.92). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(5) This represents the difference between the number of SARs exercised (23,459) and the number of shares issued as a result of the exercise (8,550). 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 ($72.39) and the exercise price ($21.70). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

(6) This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from $71.761 to $72.08. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(7) 1,867 SARs became exercisable on February 22, 2007, 1,867 SARs became exercisable on February 22, 2008 and 1,866 SARs became exercisable on February 22, 2009.

(8) 2,867 SARs became exercisable on February 21, 2008, 2,867 SARs became exercisable on February 21, 2009 and 2,866 SARs became exercisable on February 21, 2010.

(9) 3,900 SARs became exercisable on February 20, 2009, 3,900 SARs became exercisable on February 20, 2010 and 3,900 SARs became exercisable on February 20, 2011.

(10) 8,000 SARs became exercisable on February 24, 2010 and 8,000 SARs became exercisable on February 24, 2011 and 8,000 SARs became exercisable on February 24, 2012.

(11) 7,820 SARs became exercisable on February 22, 2011, 7,820 SARs became exercisable on February 22, 2012 and 7,819 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.

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.

Explanation of Responses: 4