

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

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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
 Officer (give title below) _____ Other (specify below)
SVP, Human Resources

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	(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

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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.

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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
				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).

- 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.

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