

Trivedi Dhrupad
Form 4
May 06, 2013

FORM 4

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

OMB APPROVAL

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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 *
Trivedi Dhrupad

(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)
05/03/2013

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, Industrial IT

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/03/2013		M ⁽¹⁾		6,493	A	\$ 39.83
Common Stock	05/03/2013		D		5,625 ⁽²⁾	D	\$ 50.69
Common Stock	05/06/2013		S ⁽³⁾		868	D	\$ 51.1101
							9,272
							3,647
							2,779

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

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number.

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)
Stock Appreciation Rights	\$ 39.83	05/03/2013		M ⁽¹⁾	6,493	⁽⁴⁾ 02/27/2022	Common Stock 6,493

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trivedi Dhrupad 7733 FORSYTH BOULEVARD SUITE 800 ST. LOUIS, MO 63105			President, Industrial IT	

Signatures

/s/ Brian E. Anderson, attorney-in-fact for Dhrupad Trivedi 05/06/2013

__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) The exercise reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Trivedi on February 15, 2013. This represents the difference between the number of SARs exercised (6,493) and the number of shares issued as a result of the exercise (868). 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 (\$50.69) and the exercise price (\$39.83). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
- (3) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Trivedi on February 15, 2013.
- (4) From the original grant of 19,480 SARs, 6,493 became exercisable on February 27, 2013. 6,493 SARs will become exercisable on February 27, 2014 and 6,494 SARs will become exercisable on February 27, 2015.

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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