

Stroup John S
Form 4
October 10, 2017

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 *
Stroup John S

(Last) (First) (Middle)

1 NORTH BRENTWOOD
BOULEVARD, 15TH FLOOR

(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)
10/06/2017

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)
Chairman, President and CEO

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 or Price | | | | | |
| Common Stock | 10/06/2017 | | S ⁽¹⁾ | | 10,000 | D | \$ 84.7 | 21,713 | D | |
| Common Stock | 10/06/2017 | | M ⁽²⁾ | | 34,147 | A | \$ 50.01 | 55,860 | D | |
| Common Stock | 10/06/2017 | | D | | 26,920 ⁽³⁾ | D | \$ 84.28 | 28,940 | D | |
| Common Stock | 10/09/2017 | | S ⁽¹⁾ | | 7,227 | D | \$ 84.8212 ⁽⁴⁾ | 21,713 | D | |
| Common Stock | | | | | | | | 4,063 | I | By Irrevocable |

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- (2) The exercise reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Stroup on August 18, 2016.

This represents the difference between the number of SARs exercised (34,147) and the number of shares issued as a result of the exercise (7,227). 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 (\$84.28) and the exercise price (\$50.01). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

- (3) This price represents the average sale price for multiple transactions on this line. The prices of the transactions reported on this line ranged from \$84.41 to \$85.57. 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.

- (4) From the original grant of 74,147 SARs, 24,716 became exercisable on March 4, 2014, 24,716 became exercisable on March 4, 2015 and 24,715 became exercisable on March 4, 2016.

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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