

BELDEN INC.

Form 4

February 25, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zink Doug

(Last) (First) (Middle)

1 NORTH BRENTWOOD
BOULEVARD, 15TH FLOOR

(Street)

SAINT 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)
02/23/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP and CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/23/2015		F	124 ⁽¹⁾	D \$ 89.285 2,097	D	
Common Stock	02/23/2015		M ⁽²⁾	2,130 A	\$ 35.83 4,227	D	
Common Stock	02/23/2015		D	1,310 ⁽³⁾	D \$ 89.7 2,917	D	
Common Stock	02/25/2015		S ⁽⁴⁾	1,016 D	\$ 90.2983 1,901	D	

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

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(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 35.83	02/23/2015		M ⁽²⁾		2,130		⁽⁵⁾	03/01/2021	Common Stock	2,130

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zink Doug 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR SAINT LOUIS, MO 63105			VP and CAO	

Signatures

/s/ Doug Zink 02/25/2015
 **Signature of Date
 Reporting Person

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) Shares withheld for tax purposes related to portion of February 22, 2010 performance-based restricted stock unit grant that vested on February 23, 2015.
- (2) The exercise reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Zink on September 27, 2013.
- (3) This represents the difference between the number of SARs exercised (2,130) and the number of shares issued as a result of the exercise (820). 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 (\$89.70) and the exercise price (\$35.83). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

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- (4) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Zink on September 27, 2013.
- (5) 710 SARs became available on March 1, 2012, 710 SARs became exercisable on March 1, 2013 and 710 SARs became exercisable on March 1, 2014.

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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