

HALLY EDWARD A
Form 4
January 19, 2011

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 *
HALLY EDWARD A

(Last) (First) (Middle)

1100 COMMSCOPE PLACE, SE

(Street)

HICKORY, NC 28602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMMSCOPE INC [CTV]

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2011

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)

Executive Vice President

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	(A) or (D)	Price
Common Stock	01/14/2011		D		14,515	D	\$ 31.5
Common Stock	01/14/2011		D		1,356.62	D	\$ 31.5
						I	By Savings Plan ⁽¹⁾

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 29.51	01/14/2011		D	54,128	<u>(2)</u>	01/20/2020	Common Stock	54,128
Stock Options	\$ 9.8	01/14/2011		D	18,807	<u>(2)</u>	03/24/2019	Common Stock	18,807
Stock Options	\$ 41.22	01/14/2011		D	9,800	<u>(3)</u>	01/22/2018	Common Stock	9,800
Stock Options	\$ 30.42	01/14/2011		D	3,600	<u>(2)</u>	12/13/2016	Common Stock	3,600
Stock Options	\$ 19.91	01/14/2011		D	5,605	<u>(2)</u>	12/14/2015	Common Stock	5,605
Performance Share Units	\$ 0	01/14/2011		D	7,273	<u>(4)</u>	01/22/2011	Common Stock	7,273
Performance Share Units	\$ 0	01/14/2011		D	11,203	<u>(5)</u>	01/12/2014	Common Stock	11,203

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALLY EDWARD A 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602			Executive Vice President	

Signatures

/s/Edward A.
Hally

01/19/2011

**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) Shares held by Savings Plan as of January 14, 2011.

This option, which provided for vesting in three equal annual installments beginning on the first anniversary of the date of grant, was cancelled and disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among the Issuer, Cedar I Holding Company, Inc. ("Cedar I Holding") and Cedar I Merger Sub, Inc., dated as of October 26, 2010, in exchange for \$31.50 in cash for each share of the Issuer's common stock subject to such stock option, less the exercise price of such stock option.

(3) This option, which provided for vesting in three equal annual installments beginning on the first anniversary of the date of grant, was cancelled and disposed of pursuant to the Merger Agreement.

These performance share units, which provided for vesting in one installment on the third anniversary of the date of grant, subject to achievement of performance criteria, were cancelled and disposed of pursuant to the Merger Agreement in exchange for \$31.50 in cash for each share of the Issuer's common stock subject to such performance share units.

(5) These performance share units, which provided for vesting in one installment on or before February 28, 2011, subject to achievement of performance criteria, were cancelled and disposed of pursuant to the Merger Agreement in exchange for \$31.50 in cash for each share of the Issuer's common stock subject to such performance share units.

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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