STAPLES CATHY O

Form 4/A May 22, 2009

FORM 4

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

SECURITIES

OMB Number:

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STAPLES CATHY O

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

BELDEN INC. [BDC]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title

7733 FORSYTH BOULEVARD,

02/24/2009

(Month/Day/Year)

Other (specify below) SVP, Human Resources

SUITE 800

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) 02/26/2009

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ST. LOUIS, MO 63105

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (T) (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securit (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of Security (D) (Instr. 3, 4, and 5)

(A) (D) Date Expiration Title

Exercisable Date

Tiue

Amo

or Num of Sh

Stock

Appreciation \$11.92 02/24/2009 A 15,500 02/24/2010 02/24/2019 Common Stock 15,500

Code V

Rights

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 05/22/2009

**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) The Stock Appreciation Rights were granted on February 24, 2009, subject to stockholder approval of an increase in the share reserve for the Company's Long Term Performance Incentive Plan. Such stockholder approval was received on May 20, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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