

Benoist Gray G  
Form 4  
February 24, 2010

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Benoist Gray G

(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)  
02/20/2010

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)  
SVP Finance, CFO & CAO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/20/2010                           |  | F                              |   | 1,826<br>(1)  | D  |                                   |
| Common Stock                    | 02/22/2010                           |  | A                              |   | 20,250<br>(2)   | A  |                                   |
| Common Stock                    | 02/22/2010                           |  | A                              |   | 22,804<br>(3)   | A  |                                   |

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

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(9-02)

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights <sup>(4)</sup>   | \$ 21.7  | 02/22/2010                           |  | A                              | 50,449  | 02/22/2011 02/22/2020                                    | Common Stock  | 50,449                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Benoit Gray G  
7733 FORSYTH BOULEVARD, SUITE 800  
ST. LOUIS, MO 63105

SVP Finance, CFO & CAO

## Signatures

/s/ Gray G.  
Benoit

02/24/2010

\*\*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 withheld for tax purposes related to portion of February 20, 2008 restricted stock unit grant that vested on February 20, 2010.

(2) RSUs awarded pursuant to the fulfillment of Performance share units awarded on February 24, 2009. RSUs will vest in equal amounts over a two-year period beginning in 2011, and upon vesting, will be payable in Company stock (each RSU representing one share of Company stock). Additional terms apply in the event of the holder's termination, death, disability or retirement.

(3) Represents a three-year grant of restricted stock awards (RSUs) granted by the Company's Compensation Committee on February 22, 2010. If the performance criteria of the RSUs are met, 50% of the RSUs will vest on February 22, 2013, 25% of the RSUs will vest on February 22, 2014 and 25% will vest on February 22, 2015. Additional terms apply in the event of the holder's termination, death, disability or retirement.

(4) The Stock Appreciation Rights (SARs) were issued at the closing price of the Company's stock on February 22, 2010 (\$21.70). They will vest in equal amounts over three years and will expire ten years after the grant date. Upon exercise, the holder will receive in Belden stock the excess of fair market value per share at the time of exercise over the exercise price, times the number of SARs being exercised. Additional terms apply in the event of the holder's termination, death, disability or retirement.

## Edgar Filing: Benoist Gray G - Form 4

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