

Stroup John S  
 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 \*  
 Stroup John S

(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)  
 02/22/2010

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)  
 Chief Executive Officer

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)
Common Stock	02/22/2010		A	(A) or (D) V Amount Price 66,150 (1) A \$ 0	264,401.39 (2)	D	
Common Stock	02/22/2010		A	(A) or (D) V Amount Price 71,264 (3) A \$ 0	335,665.39	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 Security (Instr. 3 and 4)
Stock Appreciation Rights <sup>(4)</sup>	\$ 21.7	02/22/2010		A	157,653	02/22/2011 02/22/2020	Common Stock 15

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stroup John S 7733 FORSYTH BOULEVARD, SUITE 800 ST. LOUIS, MO 63105	X		Chief Executive Officer	

**Signatures**

/s/ John S. Stroup  
Date: 02/24/2010  
\*\*Signature of 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) 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.
  - (2) Includes shares previously disclosed under the title Restricted Stock Units.
  - (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.

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.