

BELDEN INC.
Form 4
August 26, 2016

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 *
BALK LANCE C

(Last) (First) (Middle)

C/O BELDEN INC., 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)
08/26/2016

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)

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)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Depository Shares ⁽¹⁾	⁽²⁾	08/26/2016	P				Common Stock	1,661. ⁽⁴⁾
				1,254 ⁽³⁾	⁽²⁾	07/15/2019 ⁽²⁾		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALK LANCE C C/O BELDEN INC. 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR SAINT LOUIS, MO 63105	X			

Signatures

/s/ Brian E. Anderson, attorney-in-fact for Lance C. Balk	08/26/2016
<u> </u> <small>**Signature of Reporting Person</small>	<u> </u> <small>Date</small>

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) Each Depository Share represents a 1/100th interest in a share of Belden Inc.'s 6.75% Series B Mandatory Convertible Preferred Stock.
The conversion price of the Preferred Stock on the mandatory conversion date (July 15, 2019) is dependent upon the average market value of the Common Stock for a period of time prior to the mandatory conversion date as set forth in the Pricing Term Sheet filed with the SEC as a Free Writing Prospectus on July 20, 2016. The Preferred Stock automatically converts into Common Stock on July 15, 2019, but holders may elect to convert shares of the Preferred Stock into Common Stock at any time prior to such date at a conversion price of 120.46 shares of Common Stock per share of the Preferred Stock.
- (2) This represents 12.54 shares of the Preferred Stock.
See note (2). If the average market value of the Common Stock during the period of time indicated in note (2) prior to the mandatory conversion date were \$73.81 per share (the closing price on August 26, 2016), each share of the Preferred Stock would convert into 132.50 shares of Common Stock.
- (3) conversion date were \$73.81 per share (the closing price on August 26, 2016), each share of the Preferred Stock would convert into 132.50 shares of Common Stock.

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.