

GOODEN WILLIAM R
Form 4
December 05, 2005

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 *
GOODEN WILLIAM R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 COMMSCOPE PLACE, SE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & Controller

HICKORY, NC 28602

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Common Stock	12/01/2005		M ⁽¹⁾		943	A	\$ 12.7419
Common Stock	12/01/2005		M ⁽¹⁾		8,349	A	\$ 12.7419
Common Stock	12/01/2005		S ⁽¹⁾		60	D	\$ 20.48
Common Stock	12/01/2005		S ⁽¹⁾		963	D	\$ 20.49
Common Stock	12/01/2005		S ⁽¹⁾		1,069	D	\$ 20.5
							17,409
							16,446
							15,377

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Common Stock	12/01/2005	<u>S(1)</u>	60	D	\$ 20.54	15,317	D	
Common Stock	12/01/2005	<u>S(1)</u>	918	D	\$ 20.55	14,399	D	
Common Stock	12/01/2005	<u>S(1)</u>	30	D	\$ 20.57	14,369	D	
Common Stock	12/01/2005	<u>S(1)</u>	90	D	\$ 20.58	14,279	D	
Common Stock	12/01/2005	<u>S(1)</u>	120	D	\$ 20.59	14,159	D	
Common Stock	12/01/2005	<u>S(1)</u>	1,264	D	\$ 20.61	12,895	D	
Common Stock	12/01/2005	<u>S(1)</u>	45	D	\$ 20.62	12,850	D	
Common Stock	12/01/2005	<u>S(1)</u>	150	D	\$ 20.63	12,700	D	
Common Stock	12/01/2005	<u>S(1)</u>	535	D	\$ 20.64	12,165	D	
Common Stock	12/01/2005	<u>S(1)</u>	858	D	\$ 20.65	11,307	D	
Common Stock	12/01/2005	<u>S(1)</u>	150	D	\$ 20.66	11,157	D	
Common Stock	12/01/2005	<u>S(1)</u>	105	D	\$ 20.67	11,052	D	
Common Stock	12/01/2005	<u>S(1)</u>	1,836	D	\$ 20.68	9,216	D	
Common Stock	12/01/2005	<u>S(1)</u>	1,024	D	\$ 20.69	8,192	D	
Common Stock	12/01/2005	<u>S(1)</u>	15	D	\$ 20.7	8,177	D	
Common Stock						2,600	I	By Child
Common Stock						1,500	I	By Child
Common Stock						2,280.6395	I	By Savings Plan <u>(2)</u>

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.7419	12/01/2005		M ⁽¹⁾	943	01/10/1998 01/10/2007	Common Stock	943
Stock Option (Right to Buy)	\$ 12.7419	12/01/2005		M ⁽¹⁾	8,349	01/10/1998 01/10/2007	Common Stock	8,349

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODEN WILLIAM R 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602			Sr. VP & Controller	

Signatures

/s/ William R.
Gooden
12/05/2005
Date

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 7, 2005.
- (2) Shares held in Savings Plan as of December 2, 2005.

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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