

Derksen Henk
Form 4
May 19, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Derksen Henk

(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)
05/17/2011

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)
VP, FP&A and Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/17/2011		M	3,200 A \$ 25.805	14,287	D	
Common Stock	05/17/2011		D	2,584 (1) D \$ 36.11	11,703	D	
Common Stock	05/17/2011		M	9,467 A \$ 11.92	21,170	D	
Common Stock	05/17/2011		D	5,184 (2) D \$ 36.11	15,986	D	
Common Stock	05/17/2011		M	6,884 A \$ 21.7	22,870	D	

Edgar Filing: Derksen Henk - Form 4

Common Stock 05/17/2011 D 5,029⁽³⁾ D \$ 36.11 17,841 D

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 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	\$ 25.805	05/17/2011		M	3,200	02/22/2007 ⁽⁴⁾ 02/22/2016	Common Stock 3,200
Stock Appreciation Rights	\$ 11.92	05/17/2011		M	9,467	02/24/2010 ⁽⁵⁾ 02/24/2019	Common Stock 9,467
Stock Appreciation Rights	\$ 21.7	05/17/2011		M	6,884	02/22/2011 ⁽⁶⁾ 02/22/2020	Common Stock 6,884

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Derksen Henk 7733 FORSYTH BOULEVARD SUITE 800 ST. LOUIS, MO 63105			VP, FP&A and Treasurer	

Signatures

/s/ Henk Derksen 05/19/2011

__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) This represents the difference between the number of SARs exercised (3,200) and the number of shares issued as a result of the exercise (616). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date of exercise (\$36.11) and the exercise price (\$25.805). Additional shares are then withheld to satisfy the Company's tax withholding obligations.

This represents the difference between the number of SARs exercised (9,467) and the number of shares issued as a result of the exercise (4,283). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date of exercise (\$36.11) and the exercise price (\$11.92). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
 - (2) This represents the difference between the number of SARs exercised (6,884) and the number of shares issued as a result of the exercise (1,855). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date of exercise (\$36.11) and the exercise price (\$21.70). Additional shares are then withheld to satisfy the Company's tax withholding obligations.
 - (3) The SARs became exercisable in three equal annual installments on February 22, 2007, February 22, 2008 and February 22, 2009.
 - (4) 4,734 SARs became exercisable on February 24, 2010 and 4,733 SARs became exercisable on February 24, 2011. The remaining 4,733 SARs will become exercisable on February 24, 2012.
 - (5) 6,884 SARs became exercisable on February 22, 2011. The remaining 13,768 SARs will become exercisable in equal installments on February 22, 2012 and February 22, 2013.
 - (6)

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.