

BELDEN INC.
Form 4
February 22, 2008

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 *
ROSE D LARRIE

(Last) (First) (Middle)
**7701 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)
02/20/2008

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 Op., President Europe

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)
				(A) or (D)	Price		
Common Stock	02/20/2008		S	113 D	\$ 40.41	31,366	D
Common Stock	02/20/2008		S	500 D	\$ 40.42	30,866	D
Common Stock	02/20/2008		S	100 D	\$ 40.43	30,766	D
Common Stock	02/20/2008		S	500 D	\$ 40.44	30,266	D
Common Stock	02/20/2008		S	100 D	\$ 40.45	30,166	D

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Common Stock	02/20/2008	S	400	D	\$ 40.46	29,766	D
Common Stock	02/20/2008	S	900	D	\$ 40.48	28,866	D
Common Stock	02/20/2008	S	100	D	\$ 40.5	28,766	D
Common Stock	02/20/2008	S	400	D	\$ 40.51	28,366	D
Common Stock	02/20/2008	S	200	D	\$ 40.52	28,166	D
Common Stock	02/20/2008	S	358	D	\$ 40.53	27,808	D
Common Stock	02/20/2008	S	300	D	\$ 40.54	27,508	D
Common Stock	02/20/2008	S	100	D	\$ 40.55	27,408	D
Common Stock	02/20/2008	S	700	D	\$ 40.57	26,708	D
Common Stock	02/20/2008	S	300	D	\$ 40.6	26,408	D
Restricted Stock Units	02/20/2008	A	4,650	A	\$ 0 ⁽¹⁾	31,058	D
Common Stock	02/20/2008	F	556	D	\$ 0	30,502	D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)		Title		

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSE D LARRIE 7701 FORSYTH BOULEVARD, SUITE 800 ST. LOUIS, MO 63105			VP Op., President Europe	

Signatures

/s/D. Larrie
Rose

02/20/2008

**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).
- RSUs awarded pursuant to the fulfillment of Performance share units awarded last year. RSUs will vest in equal amounts over a two-year (1) period beginning in 2009, 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 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.