Turner Paul Keith Form 4 March 02, 2018

FORM 4

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

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 * Turner Paul Keith

(First) (Middle) (Last)

C/O BELDEN INC., 1 N. BRENTWOOD BLVD., 15TH **FLOOR**

(Street)

(State)

SAINT LOUIS, MO 63105

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

02/28/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or

(Instr. 3 and 4) 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.

1. Title of

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

6. Date Exercisable and

7. Title and Amount Underlying Securitie

OMB APPROVAL OMB 3235-0287

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BELDEN INC. [BDC]

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below) below) SVP, Sales

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Issuer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership

(Instr. 4) (Instr. 4)

SEC 1474

(9-02)

Derivative

(City)

1. Title of

Security

(Instr. 3)

Conversion

5. Number

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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	Amour or Number of Shares
Stock Appreciation Rights (1)	\$ 72.73	02/28/2018		A	4,082	02/28/2019	02/28/2028	Common Stock	4,082

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Turner Paul Keith C/O BELDEN INC. 1 N. BRENTWOOD BLVD., 15TH FLOOR SAINT LOUIS, MO 63105

SVP, Sales

Signatures

/s/ Brian E. Anderson, attorney-in-fact for Paul
Turner 03/02/2018

**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).

The Stock Appreciation Rights (SARs) were issued at the closing price of the Company's stock on February 28, 2018 (\$72.73). 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 (after tax withholding, if applicable). 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.

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