

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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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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/20/2008 | | M | | 13,000 | A | \$ 39.5312 |
| Common Stock | 02/20/2008 | | S | | 400 | D | \$ 40 |
| Common Stock | 02/20/2008 | | S | | 100 | D | \$ 40.01 |
| Common Stock | 02/20/2008 | | S | | 400 | D | \$ 40.03 |
| Common Stock | 02/20/2008 | | S | | 300 | D | \$ 40.05 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 02/20/2008 | S | 100 | D | \$ 40.06 | 38,108 | D |
| Common Stock | 02/20/2008 | S | 200 | D | \$ 40.07 | 37,908 | D |
| Common Stock | 02/20/2008 | S | 100 | D | \$ 40.08 | 37,808 | D |
| Common Stock | 02/20/2008 | S | 400 | D | \$ 40.14 | 37,408 | D |
| Common Stock | 02/20/2008 | S | 300 | D | \$ 40.16 | 37,108 | D |
| Common Stock | 02/20/2008 | S | 200 | D | \$ 40.22 | 36,908 | D |
| Common Stock | 02/20/2008 | S | 100 | D | \$ 40.23 | 36,808 | D |
| Common Stock | 02/20/2008 | S | 400 | D | \$ 40.24 | 36,408 | D |
| Common Stock | 02/20/2008 | S | 400 | D | \$ 40.25 | 36,008 | D |
| Common Stock | 02/20/2008 | S | 200 | D | \$ 40.27 | 35,808 | D |
| Common Stock | 02/20/2008 | S | 200 | D | \$ 40.28 | 35,608 | D |
| Common Stock | 02/20/2008 | S | 200 | D | \$ 40.29 | 35,408 | D |
| Common Stock | 02/20/2008 | S | 1,329 | D | \$ 40.3 | 34,079 | D |
| Common Stock | 02/20/2008 | S | 100 | D | \$ 40.31 | 33,979 | D |
| Common Stock | 02/20/2008 | S | 200 | D | \$ 40.33 | 33,779 | D |
| Common Stock | 02/20/2008 | S | 500 | D | \$ 40.36 | 33,279 | D |
| Common Stock | 02/20/2008 | S | 700 | D | \$ 40.37 | 32,579 | D |
| Common Stock | 02/20/2008 | S | 700 | D | \$ 40.38 | 31,879 | D |
| Common Stock | 02/20/2008 | S | 300 | D | \$ 40.39 | 31,579 | D |
| Common Stock | 02/20/2008 | S | 100 | D | \$ 40.4 | 31,479 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options | \$ 39.5312 | 02/20/2008 | | M | 13,000 | 02/20/2001 02/20/2008 | Common Stock | 13,000 |

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).

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