

Stroup John S
 Form 5
 January 02, 2019

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Stroup John S

(Last) (First) (Middle)

1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR

(Street)

ST. LOUIS, MO 63105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BELDEN INC. [BDC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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)
 Chairman, President and CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount or Price			
Common Stock	11/02/2018	^	G	21,713 (1) D \$ 0 0		D	^
Common Stock	11/02/2018	^	G	21,713 A \$ 0 21,713		I	By Spouse
Common Stock	11/02/2018	^	G	21,713 D \$ 0 0		I	By Spouse
Common Stock	11/02/2018	^	G	21,713 A \$ 0 108,268		I	By Family Trust

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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 Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights	\$ 72.57	11/02/2018	Â	G	Â	54,412 (2)	03/04/2015	03/04/2024	Common Stock
Stock Appreciation Rights	\$ 72.57	11/02/2018	Â	G	54,412	Â	03/04/2015	03/04/2024	Common Stock
Stock Appreciation Rights	\$ 89.23	11/02/2018	Â	G	Â	62,672 (3)	02/25/2016	02/25/2025	Common Stock
Stock Appreciation Rights	\$ 89.23	11/02/2018	Â	G	62,672	Â	02/25/2016	02/25/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stroup John S 1 NORTH BRENTWOOD BOULEVARD, 15TH FLOOR ST. LOUIS, MO 63105	Â X	Â	Â Chairman, President and CEO	Â

Signatures

/s/ Brian E. Anderson, attorney-in-fact for John Stroup
01/02/2019

__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)

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As indicated by this line and the next three lines, on November 2, 2018, Mr. Stroup and his spouse gifted 21,713 shares to a family trust. Mr. Stroup remains the beneficial owner of these shares.

- (2) As indicated by this line and the next line, on November 2, 2018, Mr. Stroup gifted 54,412 stock appreciation rights to a trust. Mr. Stroup remains the beneficial owner of these stock appreciation rights.
- (3) As indicated by this line and the next line, on November 2, 2018, Mr. Stroup gifted 62,672 stock appreciation rights to a trust. Mr. Stroup remains the beneficial owner of these stock appreciation rights.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.