

STAPLES CATHY O
Form 4/A
December 19, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
STAPLES CATHY O

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

7733 FORSYTH BOULEVARD,
SUITE 800

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP, Human Resources

(Street)

ST. LOUIS, MO 63105

4. If Amendment, Date Original Filed(Month/Day/Year)
08/19/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	08/18/2008		M		10,014	A	\$ 20.0625
Common Stock	08/18/2008		S		300	D	\$ 41.22
Common Stock	08/18/2008		S		100	D	\$ 41.23
Common Stock	08/18/2008		S		5,700	D	\$ 41.25
Common Stock	08/18/2008		S		214	D	\$ 41.26

Edgar Filing: STAPLES CATHY O - Form 4/A

Common Stock	08/18/2008	S	600	D	\$ 41.27	40,160	D
Common Stock	08/18/2008	S	100	D	\$ 41.28	40,060	D
Common Stock	08/18/2008	S	2,700	D	\$ 41.3	37,360	D
Common Stock	08/18/2008	S	100	D	\$ 41.31	37,260	D
Common Stock	08/18/2008	S	200	D	\$ 41.32	37,060	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options <u>(1)</u>	\$ 20.0625	08/18/2008		M		10,014	01/05/2000 01/05/2009	Common Stock	10,014

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAPLES CATHY O 7733 FORSYTH BOULEVARD, SUITE 800 ST. LOUIS, MO 63105			VP, Human Resources	

Signatures

/s/ Cathy O.
Staples

12/19/2008

__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).

(1) On original filing, exercise of options was omitted. This omission led to an understatement of Ms. Staples' common stock ownership.

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.