ROSE D LARRIE Form 4/A March 06, 2003

| OMB APPROVAL |
|---------------------------|
| OMB Number: 3235-0287 |
| Expires: January 31, 2005 |
| Estimated average burden |
| hours per response0.5 |

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

 Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue.
 See Instruction 1(b)

| • | Name and Address of Reporting Person* (Last, First, Middle) | 2. | Issuer Name and Ticker or Trading Symbol | 3. | I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | | |
|---|--|----|--|----|---|--|--|--|
| | Rose, Donald Larrie | | Belden Inc. (BWC) | | | | | |
| | | 4. | Statement for (Month/Day/Year) | 5. | (Month/Day/Year) February 20, 2003 | | | |
| | 7701 Forsyth Blvd., Suite 800 | | February 18, 2003 | | | | | |
| | (Street) | 6. | Relationship of Reporting Person(s) to Issuer (<i>Check All Applicable</i>) | 7. | | | | |
| | St. Louis, MO 63105 | | O Director O 10% Owner | | x Form filed by One Reporting Person | | | |
| | (City) (State) (Zip) | | X Officer (give title below) | | o Form filed by More than One Reporting | | | |
| | | | O Other (specify below) | | Person | | | |
| | | | President Belden Holdings, Inc. | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

| 1. | Title of Security (Instr. 3) | 2. | Transaction Date (Month/Day/Year) | 2a. | Deemed Execution Date, if any. (Month/Day/Year) | 3. | Transactio 4 Code (Instr. 8) | Securities (A) or Dispose (Instr. 3, 4 | ed of (D) | Amount of 6. Securities Beneficially Owned Following Reported Transactions(s) (<i>Instr. 3 and</i> 4) | 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*** | | 2/18/03 | | 2/18/03 | | А | 6,000 | А | 13,130 | D | | |
| | | | | | | | | | | 2,895 | I | | 401(k) - as of 12/31/02 |
| _ | | | | | | | | | | | | | |
| _ | | | | | | | | | | | | | |
| | | | | | | | | | | | | _ | _ |
| _ | | | | | | | | | | | | | |
| | | | | | | | Page | 2 | | | | | |

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

| 1. | Title of Derivative Security (Instr. 3) | 2. | Conversion or Exercise Price of Derivative | 3. | Transaction Date (Month/Day/Year) | Deemed Execution Date, if any (Month/Day/Year) | Code | Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | |
|----|---|----|---|----|---|--|------|---|--|--|--|--|
| | | | Security | | | | 0) | CodeV (A)(D) | | | | |
| | | | | | | | | Belden Inc. (Stock Option - Right to Buy)**** 13.30 2/18/03 A 10,000 | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | Page 3 | | | | | | |

 Table II
 Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (<i>e.g.</i> , p | | | | | ca | i) | | | | | | | | |
|---|---|--------------------|-----------------|-----------------|----------------------------------|---|------------|--|--|----|--|-----|--|-----|--|
| • | Date Exercisable and Expiration Date (Month/Day/Year) | | Expiration Date | | 7. | Title and of Underly Securities (Instr. 3 an | lying s | | Price of Derivative Security (Instr. 5) | 9. | Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. | Ownership Form of Derivative Security: Direct (D) or Indirect (I) (<i>Instr. 4</i>) | 11. | Nature of Indirect Beneficial Ownership (Instr. 4) |
| | Date Exercisable | Expiration Date | | Title | Amount or Number of Shares | | | | | | | | | | |
| | 2/18/04 | 2/18/13 | | Common Stock | 10,000 | | | | 84,500 | | D | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Continued

Explanation of Responses:

*** Grant of restricted shares made by the Compensation Committee of the Board of Directors of the Company under the Belden Inc. Long-Term Incentive Plan, effective 2/18/03.

**** Granted by the Compensation Committee of the Board of Directors under the Belden Inc. Long-Term Incentive Plan. The price reflects the average of the high and low on 2/18/03, the deemed option grant date price.

/s/ Donald L. Rose

March 5, 2003

Edgar Filing: ROSE D LARRIE - Form 4/A

**Signature of Reporting Person Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Page 4