

KENNY GREGORY B
Form 4
February 09, 2011

FORM 4

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

OMB APPROVAL

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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 *
KENNY GREGORY B

2. Issuer Name and Ticker or Trading Symbol
GENERAL CABLE CORP /DE/ [BGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4 TESSENEER DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

HIGHLAND HEIGHTS, KY 41076

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | | | |
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/07/2011 | | F | 3,044 (1) \$ 40.41 | 90,063 | D | |
| Common Stock-Deferred | | | | | 406,603 (2) | I | By General Cable Trusts |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock Units | (3) | 02/09/2011 | | A | 17,000 | (3) (3) | Common Stock 17,000 |
| Stock Option (Right to Buy) | \$ 42.87 | 02/09/2011 | | A | 109,000 | (4) 02/09/2021 | Common Stock 109,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KENNY GREGORY B 4 TESSENEER DRIVE HIGHLAND HEIGHTS, KY 41076 | X | | President and CEO | |

Signatures

/s/ Robert J. Siverd, Attorney-in-Fact for Gregory B. Kenny 02/09/2011

**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) Restrictions on a portion of the restricted stock granted to Mr. Kenny on February 7, 2006 have lapsed. Of the total 10,155 shares that vested, Mr. Kenny elected to transfer 3,044 shares to General Cable to satisfy his tax withholding obligations.
- (2) A portion of these shares are held in the General Cable Retirement Savings Plan as share equivalents and are valued at the market close price on February 7, 2011. The reporting person did not acquire any additional share equivalents since his last Form 4 filing.
- (3) Each restricted stock unit granted on February 9, 2011 represents a right to receive one share of common stock and will cliff vest on February 9, 2016 provided General Cable has earned at least \$1.00 of cumulative net income during the vesting period. Vested shares will be delivered to the reporting person within 90 days after the vesting date.
- (4) Stock options granted February 9, 2011, which vest ratably on the first three anniversaries of the grant date.

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.