WICKMAN PETER J Form 4 February 21, 2003

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

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

O 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) Wickman, Peter J.			2.	Trad	er Name and Ticker or ling Symbol en Inc. (BWC)	3.	I.R.S. Identification Number of Reportin Person, if an entity (Voluntary)				
	7701 Forsyth Blvd., Suite 800					ement for (Month/Day/Year) uary 20, 2003	5.	If Amendment, Date of Original (Month/Day/Year)				
	(Street)			6.		tionship of Reporting Person(s) to	7.	Individual or Joint/Group Filing (Check Applicable Line)				
	St. Louis, N	ИО 63105		_	o	Director O 10% Owner		X	Form filed by One Reporting Person			
	(City)	(State)	(Zip)		x o	Officer (give title below) Other (specify below) President, Belden Electronics Division		0	Form filed by More than One Reporting Person			

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).

	Table	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2a. Deemed Execution Date, if any. (Month/Day/Year)	3.	Trans Code (Instr.		Securities Acquired or Dispose (Instr. 3, 4	(A) ed of (D)	5.	Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownershi (Instr. 4)	
				Code	v	Amount	(A) or (D) Price	9					
Common Stock***	2/18/03	2/18/03		A	V	9,000	A		47,085	D			
									2,929	I		401(k) - as of 12/31/02	

 $\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3a.	Deemed Execution Date, if any (Month/Day/Year)		Transaction 5. Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Dispos (D) (Instr. 3, 4 and 5)		
								Code V	(A)	(D)	
Belden Inc. (Stock Option - Right to Buy)****		13.30		2/18/03				A	15,000		
					Page	e 3					

6.						, calls, warrant			Disposed of, or Benefic options, convertible secontions, convertible secontions, convertible secontions, convertible secontions Beneficially Owned Following Reported Transaction(s) (Instr. 4)	uritie		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	15,000				171,000		D	
_												
_												

Explanation of Responses:

^{***} Grant of restricted shares made by the Compensation Committee of the Board of Directors of the Company under the 2003 Belden Inc. Long-Term Incentive Plan ("2003 Plan"), following approval of the plan by the Board of Directors on 2/18/03. Grant is subject to shareholder approval of the 2003 Plan at the Company's 5/06/03 annual shareholders' meeting.

^{****} 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/ Peter J. Wickman	February 20, 2003	
**Signature of Reporting Person	Date	

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

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