

BELDEN INC.  
Form 8-K  
April 07, 2008



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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective April 1, 2008, John Stroup, the President and Chief Executive Officer of Belden Inc. (the Company), has entered into an Amended and Restated Executive Employment Agreement (the Amended Agreement) with the Company. The Amended Agreement amends and restates Mr. Stroup's original Executive Employment Agreement, dated September 26, 2005.

The Amended Agreement, among other things, extends Mr. Stroup's employment agreement to October 2011 with annual extensions thereafter unless prior notice is given by either party; increases his annual base salary to \$700,000; and grants him a retention stock option award (Options) having a grant date value of approximately \$3 million. The Options vest on February 21, 2013, subject to acceleration upon certain events, and were granted at the closing price of Belden shares on the grant date (April 1, 2008). Under the Amended Agreement, Mr. Stroup will continue to be entitled to participate in the Company's annual cash incentive plan (at an annual target cash incentive of at least 130% of his base salary) and in the Company's long-term incentive plan. The agreement is included in this Form 8-K as Exhibit 10.1 and is incorporated herein by reference; it should be read in its entirety for a complete description of Mr. Stroup's employment terms.

**Item 9.01 Financial Statements and Exhibits**

**(c) Exhibits.**

**10.1 Amended and Restated Executive Employment Agreement.**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BELDEN INC.

Date: April 7, 2008

By: /s/ Kevin Bloomfield  
Kevin Bloomfield