

Armstrong Philip Martin JR
Form 4
January 19, 2011

FORM 4

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

OMB APPROVAL

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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 *
Armstrong Philip Martin JR

2. Issuer Name and Ticker or Trading Symbol
COMMSCOPE INC [CTV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 COMMSCOPE PLACE, SE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2011

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

HICKORY, NC 28602

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

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/14/2011		D	1,640 D 0		D	
Common Stock	01/14/2011		D	782.96 D \$ 31.5 0		I	By Savings Plan ⁽²⁾

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 or Number of Shares
Stock Options	\$ 29.51	01/14/2011		D	5,167	<u>(3)</u>	01/20/2020	Common Stock	5,167
Stock Options	\$ 9.8	01/14/2011		D	3,731	<u>(3)</u>	03/24/2019	Common Stock	3,731
Restricted Stock Units	\$ 0	01/14/2011		D	340	<u>(4)</u>	03/03/2011	Common Stock	340
Restricted Stock Units	\$ 0	01/14/2011		D	1,770	<u>(4)</u>	01/22/2011	Common Stock	1,770
Performance Share Units	\$ 0	01/14/2011		D	841	<u>(5)</u>	01/22/2011	Common Stock	841
Performance Share Units	\$ 0	01/14/2011		D	4,517	<u>(6)</u>	01/12/2014	Common Stock	4,517

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armstrong Philip Martin JR 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602			Senior Vice President	

Signatures

/s/Philip M. Armstrong, Jr. 01/19/2011

**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)

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Each share was disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") among the Issuer, Cedar I Holding Company, Inc. ("Cedar I Holding") and Cedar I Merger Sub, Inc., dated as of October 26, 2010, in exchange for a share of Cedar I Holding common stock valued at \$31.50 per share.

- (2) Shares held by Savings Plan as of January 14, 2011.

This option, which provided for vesting in three equal annual installments beginning on the first anniversary of the date of grant, was

- (3) disposed of pursuant to the Merger Agreement by conversion into an option to acquire shares of Cedar I Holding common stock valued at \$31.50 per share.

These restricted stock units which provided for vesting in one installment on the third anniversary of the date of grant, were cancelled and

- (4) disposed of pursuant to the Merger Agreement in exchange for \$31.50 in cash for each share of the Issuer's common stock subject to such restricted stock units.

These performance share units, which provided for vesting in one installment on the third anniversary of the date of grant, subject to

- (5) achievement of performance criteria, were cancelled and disposed of pursuant to the Merger Agreement in exchange for \$31.50 in cash for each share of the Issuer's common stock subject to such performance share units.

These performance share units, which provided for vesting in one installment on or before February 28, 2011, subject to achievement of

- (6) performance criteria, were cancelled and disposed of pursuant to the Merger Agreement in exchange for \$31.50 in cash for each share of the Issuer's common stock subject to such performance share units.

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

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