

COMMSCOPE INC
Form 4
June 17, 2008

FORM 4

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

OMB APPROVAL

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

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 *
DRENDEL FRANK M

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

HICKORY, NC 28602

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/16/2008 | | M ⁽¹⁾⁽²⁾ | | 20,000 | A | \$ 17.25 482,422 |
| Common Stock | 06/16/2008 | | M ⁽¹⁾ | | 14,076 | A | \$ 38.375 496,498 |
| Common Stock | 06/16/2008 | | S ⁽¹⁾ | | 1,200 | D | \$ 55.3 495,298 |
| Common Stock | 06/16/2008 | | S ⁽¹⁾ | | 200 | D | \$ 54.77 495,098 |
| Common Stock | 06/16/2008 | | S ⁽¹⁾ | | 200 | D | \$ 54.67 494,898 |

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| | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|---------|---|
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 54.65 | 494,598 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 54.66 | 494,298 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 54.76 | 493,998 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 54.82 | 493,598 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 54.85 | 493,398 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 55.04 | 493,098 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 54.89 | 492,598 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 1,500 | D | \$ 54.91 | 491,098 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 10 | D | \$ 54.84 | 491,088 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 290 | D | \$ 54.83 | 490,798 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 800 | D | \$ 54.94 | 489,998 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 55.07 | 489,898 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 55 | 489,498 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 55.03 | 488,998 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 1,400 | D | \$ 54.96 | 487,598 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 1,300 | D | \$ 54.95 | 486,298 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 2,400 | D | \$ 55.01 | 483,898 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 55.08 | 483,798 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 55.12 | 483,298 | D |
| Common Stock | 06/16/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 55.11 | 482,998 | D |
| | 06/16/2008 | <u>S⁽¹⁾</u> | 600 | D | \$ 55.1 | 482,398 | D |

Common
Stock

| | | | | | | | |
|-----------------|------------|------------------|-----|---|----------|---------|---|
| Common Stock | 06/16/2008 | S ⁽¹⁾ | 500 | D | \$ 55.15 | 481,898 | D |
| Common Stock | 06/16/2008 | S ⁽¹⁾ | 100 | D | \$ 55.25 | 481,798 | D |
| Common Stock | 06/16/2008 | S ⁽¹⁾ | 200 | D | \$ 55.18 | 481,598 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 17.25 | 06/16/2008 | | M ⁽¹⁾ | 20,000 | 12/14/2001 ⁽³⁾ 12/14/2010 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 38.375 | 06/16/2008 | | M ⁽¹⁾ | 14,076 | 12/15/2000 ⁽⁴⁾ 12/15/2009 | Common Stock | 14,076 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DRENDEL FRANK M 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602 | | | Chairman & CEO | |

Signatures

/s/Frank M.
Drendel

06/17/2008

__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) The transaction reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person May 16, 2008.

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the reporting person is filing three simultaneous Forms 4 to report his reportable transactions, all of which together shall be deemed a single report filed on this date. This is the first Form 4 of the three filings.
 - (2) This option was originally granted in respect to 120,000 shares and vested in three equal annual installments beginning on the date indicated.
 - (3) This option was originally granted in respect to 56,300 shares and vested in three equal annual installments beginning on the date indicated.
 - (4) This option was originally granted in respect to 120,000 shares and vested in three equal annual installments beginning on the date indicated.

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.