

BLACK BOX CORP

Form 4

August 26, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDREWS WILLIAM F

(Last) (First) (Middle)

1000 PARK DRIVE

(Street)

LAWRENCE, PA 15055

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BLACK BOX CORP [BBOX]

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2008

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.001 par value	08/22/2008		M	6,000 A	\$ 33.44 16,000	D	
Common Stock, \$.001 par value	08/22/2008		S	4,163 D	\$ 33.8 11,837	D	
Common Stock, \$.001 par value	08/22/2008		S	100 D	\$ 33.805 11,737	D	

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Common Stock, \$.001 par value	08/22/2008	S	123	D	\$ 33.81	11,614	D
Common Stock, \$.001 par value	08/22/2008	S	100	D	\$ 33.817	11,514	D
Common Stock, \$.001 par value	08/22/2008	S	1,077	D	\$ 33.82	10,437	D
Common Stock, \$.001 par value	08/22/2008	S	300	D	\$ 33.83	10,137	D
Common Stock, \$.001 par value	08/22/2008	S	37	D	\$ 33.84	10,100	D
Common Stock, \$.001 par value	08/22/2008	S	100	D	\$ 33.86	10,000	D

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

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(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 (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)	8. Amount or Number of Shares
	\$ 33.44	08/22/2008		M	6,000	(1) 10/08/2008		6,000

Director
Stock
Option
(Right to
Purchase)

Common
Stock,
\$.001 par
value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS WILLIAM F 1000 PARK DRIVE LAWRENCE, PA 15055	X			

Signatures

/s/ William F. 08/26/2008
Andrews

__Signature of Reporting Date
Person

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) 1/3 of the options are exercisable on the 1st anniversary of the date of grant, 1/3 on the 2nd anniversary of the date of grant and 1/3 on the 3rd anniversary of the date of grant. Grant date is 10 years prior to the expiration date.
 - (2) Granted under the 1992 Director Stock Option Plan.

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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