

COMMSCOPE INC
Form 4/A
July 07, 2006

FORM 4

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

OMB APPROVAL

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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 *
GOODEN WILLIAM R

(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)
07/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
07/06/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & Controller

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 | 07/03/2006 | | M ⁽¹⁾ | | 4,538 | A | \$ 12.0625 |
| Common Stock | 07/03/2006 | | M ⁽¹⁾ | | 4,537 | A | \$ 15.1875 |
| Common Stock | 07/03/2006 | | S ⁽¹⁾ | | 111 | D | \$ 30.9 |
| Common Stock | 07/03/2006 | | S ⁽¹⁾ | | 11 | D | \$ 30.91 |
| Common Stock | 07/03/2006 | | S ⁽¹⁾ | | 55 | D | \$ 30.92 |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|----------|--------|---|
| Common Stock | 07/03/2006 | <u>S(1)</u> | 22 | D | \$ 30.95 | 17,053 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 111 | D | \$ 30.96 | 16,942 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 277 | D | \$ 30.97 | 16,665 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 177 | D | \$ 30.98 | 16,488 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 975 | D | \$ 30.99 | 15,513 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 631 | D | \$ 31 | 14,882 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 33 | D | \$ 31.02 | 14,849 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 343 | D | \$ 31.03 | 14,506 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 11 | D | \$ 31.04 | 14,495 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 113 | D | \$ 31.05 | 14,382 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 100 | D | \$ 31.06 | 14,282 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 222 | D | \$ 31.07 | 14,060 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 643 | D | \$ 31.08 | 13,417 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 332 | D | \$ 31.09 | 13,085 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 334 | D | \$ 31.1 | 12,751 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 100 | D | \$ 31.11 | 12,651 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 44 | D | \$ 31.12 | 12,607 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 100 | D | \$ 31.14 | 12,507 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 1,828 | D | \$ 31.15 | 10,679 | D |
| Common Stock | 07/03/2006 | <u>S(1)</u> | 266 | D | \$ 31.16 | 10,413 | D |
| | 07/03/2006 | <u>S(1)</u> | 11 | D | \$ 31.17 | 10,402 | D |

Common
Stock ⁽²⁾

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.

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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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 12.0625 | 07/03/2006 | | M ⁽¹⁾ | 4,538 | 12/12/1998 12/12/2007 | Common Stock | 4,538 |
| Stock Option (Right to Buy) | \$ 15.1875 | 07/03/2006 | | M ⁽¹⁾ | 4,537 | 12/17/1999 12/17/2008 | Common Stock | 4,537 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOODEN WILLIAM R 1100 COMMSCOPE PLACE, SE HICKORY, NC 28602 | | | Sr. VP & Controller | |

Signatures

/s/ William R.
Gooden 07/07/2006

**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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 7, 2005.

(2) 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 two simultaneous Form 4 to report his transactions, both of which together shall be deemed a single report filed on this date. This is the first Form 4 of the two filings.

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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