

REGAL BELOIT CORP
Form 4
September 15, 2009

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 *
COLVIN TERRY R

(Last) (First) (Middle)

6771 WHITE OAK DRIVE

(Street)

SOUTH BELOIT, IL 61080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REGAL BELOIT CORP [RBC]

3. Date of Earliest Transaction (Month/Day/Year)
09/11/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

VP/Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 09/11/2009 | | F | 221 D \$ 47.29 | 3,679 | D | |
| Common Stock | | | | | 736 ⁽¹⁾ | I | Retirement Savings Plan |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights | \$ 42.94 | | | | | 09/11/2008 ⁽²⁾ 09/11/2016 | Common Stock 7,500 |
| Stock Appreciation Rights | \$ 44.12 | | | | | 05/01/2009 ⁽³⁾ 05/01/2017 | Common Stock 7,500 |
| Stock Appreciation Rights | \$ 42.28 | | | | | 05/02/2010 ⁽³⁾ 05/02/2018 | Common Stock 9,000 |
| Stock Appreciation Rights | \$ 42.65 | | | | | 05/08/2011 ⁽³⁾ 05/08/2019 | Common Stock 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| COLVIN TERRY R 6771 WHITE OAK DRIVE SOUTH BELOIT, IL 61080 | Director 10% Owner Officer VP/Human Resources |

Signatures

Terry R. Colvin 09/15/2009

**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) Balance reflects the most current data available with regard to holdings in the Regal-Beloit Coporation Retirement Savings Plan.

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Granted as stock-settled Stock Appreciation Rights (SARs) under the 2003 Equity Incentive Plan. The SARs vest and become exercisable

(2) 40% on the second anniversary of the grant date, 60% on the third anniversary, 80% on the fourth anniversary, and 100% on the fifth anniversary.

Granted as stock-settled Stock Appreciation Rights (SARs) under the 2007 Equity Incentive Plan. The SARs vest and become exercisable

(3) 40% on the second anniversary of the grant date, 60% on the third anniversary, 80% on the fourth anniversary and 100% on the fifth anniversary.

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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