

KNUEPPEL HENRY W
Form 4
May 10, 2011

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 *
KNUEPPEL HENRY W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 STATE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2011

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

BELOIT, WI 53511

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					12,522 ⁽¹⁾	I	IRA
Common Stock	05/06/2011		S		\$ 20,000	D	73.0138 ⁽²⁾
Common Stock	05/06/2011		M		\$ 26,000	D	48.05
Common Stock	05/06/2011		F		\$ 17,317	D	72.14 ⁽³⁾
Common Stock	05/06/2011		M		\$ 14,000	D	36.36

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Common Stock 05/06/2011 S 10,140 D \$ 72.001 (4) 366,245 D

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 Underlying Security (Instr. 3 and 4)
Non-qualified Stock Option	\$ 36.36	05/06/2011		M	14,000	01/27/2008 ⁽⁵⁾ 01/27/2016	Common Stock
Stock Appreciation Rights	\$ 48.05	05/06/2011		M	26,000	02/06/2009 ⁽⁶⁾ 02/06/2017	Common Stock
Stock Appreciation Rights	\$ 42.28					05/02/2010 ⁽⁷⁾ 05/02/2018	Common Stock
Stock Appreciation Rights	\$ 42.65					05/08/2011 ⁽⁷⁾ 05/08/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNUEPPEL HENRY W 200 STATE STREET BELOIT, WI 53511	X		Chairman	

Signatures

/s/ Peter C. Underwood as Power of Attorney 05/10/2011

__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) Balance reflects shares that were previously held in the Regal Beloit Corporation Retirement Savings Plan.
The price in column 4 is a weighted average price. The prices actually received ranged from \$72.95 to \$73.12. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- (2) The price in column 4 reflects the closing price of stock on the transaction date. The closing price was used to calculate the number of shares to be surrendered to satisfy the exercise price.
The price in column 4 is a weighted average price. The prices actually received ranged from \$71.92 to \$72.13. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- (3) Granted as non-qualified stock options. The options vest and become exercisable 40% on the second anniversary of the date of the grant, 60% on the third anniversary, 80% on the fourth anniversary and 100% on the fifth anniversary.
- (4) Granted as stock-settled SARs under the 2003 Equity Incentive Plan. The SARs vest and become exercisable 40% on the second anniversary of the date of the grant, 60% on the third anniversary, 80% on the fourth anniversary and 100% on the fifth anniversary.
- (5) Granted as stock-settled SARs under the 2007 Equity Incentive Plan. The SARs vest and become exercisable 40% on the second anniversary of the date of the grant, 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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