REGAL BELOIT CORP

Form 4

February 24, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

SECURITIES

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

5. Relationship of Reporting Person(s) to

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Schlemmer Jonathan J			Symbol REGAL BELOIT CORP [RBC]						Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						(Check all applicable)			
200 STATE STREET			(Month/Day/Year) 02/20/2015						Director 10% Owner _X_ Officer (give title Other (specify below) Chief Operating Officer			
	4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check					
BELOIT, V	Filed(Month/Day/Year)						Applicable Line) _X_ 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)	e 2A. Deemo Execution any (Month/Da	Date, if	Code (Instr.	8)	4. Securionor Dispos (Instr. 3,	sed of		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)	
Common Stock	02/20/2015			M		8,000	A	\$ 36.36	33,693	D		
Common Stock	02/20/2015			S		5,094	D	\$ 77.8311 (1)	28,599	D		
Common Stock									860 (2)	I	Retirement Savings Plan	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.												

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(9-02)

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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)	Code	Transaction Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or No
Non-Qualified Stock Option	\$ 36.36	02/20/2015		M		8,000	01/27/2008(3)	01/27/2016	Common Stock	8
Stock Appreciation Rights	\$ 44.12						05/01/2009(4)	05/01/2017	Common Stock	ϵ
Stock Appreciation Rights	\$ 42.28						05/02/2010(4)	05/02/2018	Common Stock	ŧ
Stock Appreciation Rights	\$ 42.65						05/08/2011(4)	05/08/2019	Common Stock	e
Stock Appreciation Rights	\$ 61.36						05/05/2012(4)	05/05/2020	Common Stock	e
Stock Appreciation Rights	\$ 72.29						05/04/2013(4)	05/04/2021	Common Stock	1
Stock Appreciation Rights	\$ 63.56						05/03/2014(4)	05/03/2022	Common Stock	2
Stock Appreciation Rights	\$ 64.99						05/02/2015(5)	05/02/2023	Common Stock	1
Stock Appreciation Rights	\$ 75.76						05/07/2016 <u>(5)</u>	05/07/2024	Common Stock	1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schlemmer Jonathan J 200 STATE STREET

Chief Operating Officer

Signatures

BELOIT, WI 53511

/s/ Peter C. Underwood as Power of Attorney

02/24/2015

**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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$77.819 to \$77.841. The reporting person (1) 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) Balance reflects the most current data available with regard to holdings in the Regal Beloit Corporation Retirement Savings Plan.
- Granted as non-qualified stock options. The options vest and become exercisable 40% on the second anniversary of the date of grant, 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 (4) 40% on the second anniversary of the date of grant, 60% on the third anniversary, 80% on the fourth anniversary and 100% on the fifth
- Granted as stock-settled SARs under the 2013 Equity Inventive Plan. The SARs vest and become exercisable 40% on the second anniversary of the date of 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. 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.

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