

Schlemmer Jonathan J
Form 4
May 06, 2011

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 *
Schlemmer Jonathan J

(Last) (First) (Middle)

200 STATE STREET

(Street)

BELOIT, WI 53511

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2011

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)

Chief Operating Officer

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | | | | (A) or (D) | 731 ⁽¹⁾ | I | Retirement Savings Plan |
| Common Stock | | | | | 4,498 | D | |
| Common Stock | 05/04/2011 | | A | 3,100 ⁽²⁾ | A \$ 0 7,598 | D | |

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**

SEC 1474
(9-02)

number.

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 Ar Underlying Se (Instr. 3 and 4) | | | |
|---|---|---|---|---|--|--|-----|--|--------------------|-----------------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | A C M C |
| Non-Qualified Stock Option | \$ 29 | | | | | | | 01/03/2007 ⁽³⁾ | 01/03/2015 | Common Stock | |
| Non-Qualified Stock Option | \$ 36.36 | | | | | | | 01/27/2008 ⁽³⁾ | 01/27/2016 | Common Stock | |
| Stock Appreciation Rights | \$ 44.12 | | | | | | | 05/01/2009 ⁽⁴⁾ | 05/01/2017 | Common Stock | |
| Stock Appreciation Rights | \$ 42.28 | | | | | | | 05/02/2010 ⁽⁴⁾ | 05/02/2018 | Common Stock | |
| Stock Appreciation Rights | \$ 42.65 | | | | | | | 05/08/2011 ⁽⁴⁾ | 05/08/2019 | Common Stock | |
| Stock Appreciation Rights | \$ 61.36 | | | | | | | 05/05/2012 ⁽⁴⁾ | 05/05/2020 | Common Stock | |
| Stock Appreciation Rights | \$ 72.29 | 05/04/2011 | | A | | 16,500 | | 05/04/2013 ⁽⁴⁾ | 05/04/2021 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Schlemmer Jonathan J 200 STATE STREET BELOIT, WI 53511 | Chief Operating Officer |

Signatures

/s/ Peter C. Underwood as Power of
Attorney

05/06/2011

__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 the most current data available with regard to holdings in the Regal Beloit Corporation Retirement Savings Plan.
- (2) Restricted Stock Units (RSUs) granted to the reporting person under the 2003 Equity Incentive Plan. RSUs vest 100% on the third anniversary date of the grant. Each RSU is equal to one share of Common Stock and is payable only in stock.
- (3) Granted as non-qualified stock options. The options vest and become exercisable 40% on the second anniversary, 60% on the third anniversary, 80% on the fourth anniversary and 100% on the fifth anniversary of the grant.
- (4) Granted as stock-settled SARs under the 2007 Equity Incentive Plan. The SARs vest and become exercisable 40% on the second anniversary, 60% on the third anniversary, 80% on the fourth anniversary and 100% on the fifth anniversary of the grant.

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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