

REGAL BELOIT CORP

Form 5

February 13, 2014

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
Avampato John

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

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 ____ Other (specify
below) below)
VP & Chief Information Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2013 ⁽¹⁾	Â	J4 ⁽¹⁾	138 ⁽¹⁾ A \$ ⁽¹⁾ 6,982	D	Â	
Common Stock	Â	Â	Â	Â Â Â Â 851 ⁽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)	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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non Qualified Stock Option	\$ 47.25	Â	Â	Â	Â Â	04/26/2008 ⁽³⁾ 04/26/2016	Common Stock 10,
Stock Appreciation Rights	\$ 44.12	Â	Â	Â	Â Â	05/01/2009 ⁽⁴⁾ 05/01/2017	Common Stock 2,5
Stock Appreciation Rights	\$ 42.28	Â	Â	Â	Â Â	05/02/2010 ⁽⁴⁾ 05/02/2018	Common Stock 6,0
Stock Appreciation Rights	\$ 42.65	Â	Â	Â	Â Â	05/08/2011 ⁽⁴⁾ 05/08/2019	Common Stock 6,0
Stock Appreciation Rights	\$ 61.36	Â	Â	Â	Â Â	05/05/2012 ⁽⁴⁾ 05/05/2020	Common Stock 6,0
Stock Appreciation Rights	\$ 72.29	Â	Â	Â	Â Â	05/04/2013 ⁽⁴⁾ 05/04/2021	Common Stock 6,0
Stock Appreciation Rights	\$ 63.56	Â	Â	Â	Â Â	05/03/2014 ⁽⁴⁾ 05/03/2022	Common Stock 6,5
Stock Appreciation Rights	\$ 64.99	Â	Â	Â	Â Â	05/02/2015 ⁽⁵⁾ 05/02/2023	Common Stock 3,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â	Â VP & Chief Information Officer	Â

Avampato John
200 STATE STREET
BELOIT, WI 53511

Signatures

/s/ Peter C. Underwood as Power of
Attorney

02/13/2014

____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).

- Shares acquired pursuant to dividend reinvestment as follows: 12 shares acquired during 2010 at prices ranging from \$58.62 to \$58.66; 28 shares acquired during 2011 at prices ranging from \$51.05 to \$71.36; 35 shares acquired during 2012 at prices ranging from \$55.87 to \$68.31; and 37 shares acquired during 2013 at prices ranging from \$65.50 to \$77.39. Also acquired 26 shares pursuant to dividend reinvestment prior to becoming a Section 16 reporting person. The reporting person has not had any non-exempt transactions since filing his Form 3 report and, therefore, none of the dividend reinvestment acquisitions are, as of the date of this report, subject to any short-swing profit liability under Section 16.
- (1) Balance reflects the most current data available with regard to holdings in the Regal Beloit Corporation Retirement Savings Plan.
- (2) 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.
- (3) 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.
- (4) Granted as stock-settled SARs under the 2013 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 of the date of the grant, 80% on the fourth anniversary of the date of the grant and 100% on the fifth anniversary of the date of the grant.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.