

REGAL BELOIT CORP

Form 4

November 16, 2016

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 *
COLVIN TERRY R

(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)
11/14/2016

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 11/14/2016 | | M | V Amount (A) or (D) Price 7,500 A \$ 44.12 | 21,146 | D | |
| Common Stock | 11/14/2016 | | F | 5,646 D \$ 68.8 | 15,500 | D | |
| Common Stock | | | | | 1,915 ⁽¹⁾ | I | Retirement Savings Plan |

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**

SEC 1474
(9-02)

displays a currently valid OMB control 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 Amount Underlying Security (Instr. 3 and 4) | | | |
|---|---|---|---|---|---|--|-----|--|--------------------|-----------------|--------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of S |
| Stock Appreciation Rights | \$ 44.12 | 11/14/2016 | | M | | 7,500 | | 05/01/2009 ⁽²⁾ | 05/01/2017 | Common Stock | 7,500 |
| Stock Appreciation Rights | \$ 42.28 | | | | | | | 05/02/2010 ⁽²⁾ | 05/02/2018 | Common Stock | 9,000 |
| Stock Appreciation Rights | \$ 42.65 | | | | | | | 05/08/2011 ⁽²⁾ | 05/08/2019 | Common Stock | 15,000 |
| Stock Appreciation Rights | \$ 61.36 | | | | | | | 05/05/2012 ⁽²⁾ | 05/05/2020 | Common Stock | 12,000 |
| Stock Appreciation Rights | \$ 72.29 | | | | | | | 05/04/2013 ⁽²⁾ | 05/04/2021 | Common Stock | 8,000 |
| Stock Appreciation Rights | \$ 63.56 | | | | | | | 05/03/2014 ⁽²⁾ | 05/03/2022 | Common Stock | 8,000 |
| Stock Appreciation Rights | \$ 64.99 | | | | | | | 05/02/2015 ⁽³⁾ | 05/02/2023 | Common Stock | 5,000 |
| Stock Appreciation Rights | \$ 75.76 | | | | | | | 05/07/2016 ⁽³⁾ | 05/07/2024 | Common Stock | 4,000 |
| Stock Appreciation Rights | \$ 78.15 | | | | | | | 05/12/2017 ⁽³⁾ | 05/12/2025 | Common Stock | 5,000 |
| Stock Appreciation | \$ 57.43 | | | | | | | 05/11/2018 ⁽³⁾ | 05/11/2026 | Common Stock | 8,000 |

Rights

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COLVIN TERRY R 200 STATE STREET BELOIT, WI 53511 | | | VP/Human Resources | |

Signatures

| | |
|---|------------|
| /s/ Thomas E. Valentyn as Power of Attorney | 11/15/2016 |
|---|------------|

__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.
Granted as stock-settled Stock Appreciation Rights (SARs) under the 2007 Equity Incentive Plan. The SARs vest and become exercisable
- (2) 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.
- (3) 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 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.