

REGAL BELOIT CORP

Form 4

May 08, 2014

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 *
Underwood Peter C

(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)
05/07/2014

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-General Counsel & Secretary

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	05/07/2014		A	(A) or (D) 3,450 (1)	\$ 0 14,118	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Amount or Number of Shares of S
Stock Appreciation Rights	\$ 75.76	05/07/2014		A	9,225	05/07/2016 ⁽²⁾ 05/07/2024	Common Stock	9,225
Stock Appreciation Rights	\$ 72.29					05/04/2013 ⁽³⁾ 05/04/2021	Common Stock	16,000
Stock Appreciation Rights	\$ 63.56					05/03/2014 ⁽³⁾ 05/03/2022	Common Stock	18,000
Stock Appreciation Rights	\$ 64.99					05/02/2015 ⁽²⁾ 05/02/2023	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Underwood Peter C 200 STATE STREET BELOIT, WI 53511			VP-General Counsel & Secretary	

Signatures

/s/ Peter C.
Underwood 05/08/2014

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).
- (1) Restricted Stock Units (RSUs) granted to the reporting person under the 2013 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.
- Granted as stock-settled Stock Appreciation Rights (SARs) under the 2013 Equity Incentive Plan. The SARs vest and become exercisable
- (2) 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.

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- (3) Granted as stock-settled SARs under the 2007 Equity 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.

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