

REGAL BELOIT CORP  
Form 4  
May 13, 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

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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)  
05/11/2016

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 05/11/2016                              |                                                             | A                                    | Amount<br>7,075<br>(1)                                                     | \$ 0 38,513                                                                                                        | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 1,290 (2)                                                                                                          | I                                                                    | Retirement<br>Savings Plan              |

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

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SEC 1474  
(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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                               | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Appreciation<br>Rights                     | \$ 57.43                                                              | 05/11/2016                              |                                                             | A                                       |                                                                                                              | 27,500                                                         |     | 05/11/2018 <sup>(3)</sup>                                      | 05/11/2026         | Common<br>Stock | 27,500                                 |
| Stock<br>Appreciation<br>Rights                     | \$ 44.12                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/01/2009 <sup>(4)</sup>                                      | 05/01/2017         | Common<br>Stock | 6,000                                  |
| Stock<br>Appreciation<br>Rights                     | \$ 42.28                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/02/2010 <sup>(4)</sup>                                      | 05/02/2018         | Common<br>Stock | 6,000                                  |
| Stock<br>Appreciation<br>Rights                     | \$ 42.65                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/08/2011 <sup>(4)</sup>                                      | 05/08/2019         | Common<br>Stock | 6,000                                  |
| Stock<br>Appreciation<br>Rights                     | \$ 61.36                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/05/2012 <sup>(4)</sup>                                      | 05/05/2020         | Common<br>Stock | 6,000                                  |
| Stock<br>Appreciation<br>Rights                     | \$ 72.29                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/04/2013 <sup>(4)</sup>                                      | 05/04/2021         | Common<br>Stock | 10,000                                 |
| Stock<br>Appreciation<br>Rights                     | \$ 63.56                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/03/2014 <sup>(4)</sup>                                      | 05/03/2022         | Common<br>Stock | 20,000                                 |
| Stock<br>Appreciation<br>Rights                     | \$ 64.99                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/02/2015 <sup>(3)</sup>                                      | 05/02/2023         | Common<br>Stock | 10,000                                 |
| Stock<br>Appreciation<br>Rights                     | \$ 75.76                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/07/2016 <sup>(3)</sup>                                      | 05/07/2024         | Common<br>Stock | 14,000                                 |
| Stock<br>Appreciation<br>Rights                     | \$ 78.15                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/12/2017 <sup>(3)</sup>                                      | 05/12/2025         | Common<br>Stock | 17,000                                 |

## Reporting Owners

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

## Signatures

/s/ Thomas E. Valentyn as Power of Attorney 05/13/2016

\_\_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) 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.
- (2) 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 2013 Equity Incentive Plan. The SARs vest and become exercisable
- (3) 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.
- (4) 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 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.