

REGAL BELOIT CORP
Form 4
August 18, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KNUEPEL HENRY W

(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)
08/14/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman/CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					12,220 ⁽¹⁾	I	Retirement Savings Plan
Common Stock	08/14/2008		M		100,000	A	\$ 23.25
Common Stock	08/14/2008		F		69,359	D	\$ 48.55
					247,854	D	

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights	\$ 42.28					05/02/2010 ⁽²⁾	05/02/2018	Common Stock
Non-Qualified Stock Option	\$ 23.25	08/14/2008		M	100,000	⁽³⁾	01/22/2009	Common Stock
Non-Qualified Stock Option	\$ 16.38					⁽³⁾	04/22/2013	Common Stock
Non-Qualified Stock Option	\$ 20.3					⁽³⁾	04/22/2014	Common Stock
Non-Qualified Stock Option	\$ 29.75					⁽³⁾	01/21/2015	Common Stock
Non-Qualified Stock Option	\$ 36.36					01/27/2008 ⁽⁴⁾	01/27/2016	Common Stock
Stock Appreciation Rights	\$ 48.05					02/06/2009 ⁽⁵⁾	02/06/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNUEPPEL HENRY W 200 STATE STREET BELOIT, WI 53511	X		Chairman/CEO	

Signatures

Henry W.
Knueppel 05/18/2008

**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) Granted as stock-settled SAR's under the 2007 Equity Incentive Plan. The SAR's vest and become exercisable 40% on the second anniversary of the date of grant, 60% on third anniversary, 80% on fourth anniversary and 100% on fifth anniversary.

(3) Fully vested stock options.

Grant to reporting person of option to buy shares of common stock under the 2003 Equity Incentive Plan. The option vests and becomes exercisable 40% on the second anniversary of the date of grant, 60% on third anniversary, 80% on fourth anniversary and 100% on fifth anniversary.

(5) Granted as stock-settled SARs under the 2003 Equity Incentive Plan. The SARs vest and become exercisable 40% on the second anniversary of the date of grant, 60% on third anniversary, 80% on fourth anniversary and 100% on 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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