

REGAL BELOIT CORP  
Form 4  
February 24, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Schlemmer Jonathan J

2. Issuer Name and Ticker or Trading Symbol  
REGAL BELOIT CORP [RBC]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
200 STATE STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/20/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Operating Officer

BELOIT, WI 53511

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	02/20/2015		M	8,000 A	\$ 36.36 33,693	D	
Common Stock	02/20/2015		S	5,094 D	\$ 77.8311 28,599	D	
Common Stock					860 <sup>(2)</sup>	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 SEC 1474 (9-02)

required to respond unless the form 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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 36.36	02/20/2015		M	8,000	01/27/2008 <sup>(3)</sup> 01/27/2016	Common Stock	8
Stock Appreciation Rights	\$ 44.12					05/01/2009 <sup>(4)</sup> 05/01/2017	Common Stock	6
Stock Appreciation Rights	\$ 42.28					05/02/2010 <sup>(4)</sup> 05/02/2018	Common Stock	6
Stock Appreciation Rights	\$ 42.65					05/08/2011 <sup>(4)</sup> 05/08/2019	Common Stock	6
Stock Appreciation Rights	\$ 61.36					05/05/2012 <sup>(4)</sup> 05/05/2020	Common Stock	6
Stock Appreciation Rights	\$ 72.29					05/04/2013 <sup>(4)</sup> 05/04/2021	Common Stock	1
Stock Appreciation Rights	\$ 63.56					05/03/2014 <sup>(4)</sup> 05/03/2022	Common Stock	2
Stock Appreciation Rights	\$ 64.99					05/02/2015 <sup>(5)</sup> 05/02/2023	Common Stock	1
Stock Appreciation Rights	\$ 75.76					05/07/2016 <sup>(5)</sup> 05/07/2024	Common Stock	1

## Reporting Owners

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

## Signatures

/s/ Peter C. Underwood as Power of Attorney 02/24/2015

\_\_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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$77.819 to \$77.841. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
  - (2) Balance reflects the most current data available with regard to holdings in the Regal Beloit Corporation Retirement Savings Plan.
  - (3) Granted as non-qualified stock options. The options 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.
  - (4) Granted as stock-settled Stock Appreciation Rights (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.
  - (5) 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.