

KNUEPPEL HENRY W
Form 4
May 06, 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 *
KNUEPPEL HENRY W

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)
05/02/2008

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/02/2008 | | A ⁽¹⁾ | | 16,000 (1) | A | \$ 0 195,740 D |
| Common Stock | 05/05/2008 | | M | | 100,000 | A | \$ 23.25 295,740 D |
| Common Stock | 05/05/2008 | | F | | 72,527 | D | \$ 43.64 223,213 D |
| Common Stock | | | | | | | 12,230 ⁽²⁾ I Retirement Savings Plan |

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

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(9-02)

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 Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|--------------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Stock Appreciation Rights | \$ 42.28 | 05/02/2008 | | A | 70,000 | | 05/02/2010 ⁽³⁾ | 05/02/2018 | Common Stock |
| Non-Qualified Stock Option | \$ 23.25 | 05/05/2008 | | M | 100,000 | | ⁽⁴⁾ | 01/22/2009 | Common Stock |
| Non-Qualified Stock Option | \$ 16.38 | | | | | | ⁽⁴⁾ | 04/22/2013 | Common Stock |
| Non-Qualified Stock Option | \$ 20.3 | | | | | | ⁽⁴⁾ | 04/22/2014 | Common Stock |
| Non-Qualified Stock Option | \$ 29.75 | | | | | | ⁽⁴⁾ | 01/21/2015 | Common Stock |
| Non-Qualified Stock Option | \$ 36.36 | | | | | | 01/27/2008 ⁽⁵⁾ | 01/27/2016 | Common Stock |
| Stock Appreciation Rights | \$ 48.05 | | | | | | 02/06/2009 ⁽⁶⁾ | 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
05/06/2008

**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) Restricted Stock Units (RSU's) granted to the reporting person under the 2003 Equity Incentive Plan. RSU's vest 100% on May 2, 2011. 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.
- (3) 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.
- (4) 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
- (5) exercisable 40% on the second anniversary of the date of grant, 60% on third anniversary, 80% on fourth anniversary and 100% on fifth anniversary.
- (6) 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. 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.