

REGAL BELOIT CORP  
Form 4  
March 10, 2015

**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 \*  
Gliebe Mark Joseph

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)  
03/09/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & 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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	03/09/2015		M <sup>(1)</sup>		35,000 <sup>(1)</sup>	A	\$ 36.36	148,304	D	
Common Stock	03/09/2015		S		23,322	D	\$ 76.5127 <sup>(2)</sup>	124,982	D	
Common Stock								797 <sup>(3)</sup>	I	Retirement 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 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
Non-Qualified Stock Options	\$ 36.36	03/09/2015		M	35,000	01/27/2007 <sup>(4)</sup> 01/27/2016	Common Stock
Stock Appreciation Rights	\$ 48.05					02/06/2009 <sup>(5)</sup> 02/06/2017	Common Stock
Stock Appreciation Rights	\$ 42.28					05/02/2010 <sup>(6)</sup> 05/02/2018	Common Stock
Stock Appreciation Rights	\$ 42.65					05/08/2011 <sup>(6)</sup> 05/08/2019	Common Stock
Stock Appreciation Rights	\$ 61.36					05/05/2012 <sup>(6)</sup> 05/05/2020	Common Stock
Stock Appreciation Rights	\$ 72.29					05/04/2013 <sup>(6)</sup> 05/04/2021	Common Stock
Stock Appreciation Rights	\$ 63.56					05/03/2014 <sup>(6)</sup> 05/03/2022	Common Stock
Stock Appreciation Rights	\$ 64.99					05/02/2015 <sup>(7)</sup> 05/02/2023	Common Stock
Stock Appreciation Rights	\$ 75.76					05/07/2016 <sup>(8)</sup> 05/07/2024	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gliebe Mark Joseph 200 STATE STREET BELOIT, WI 53511	X		President & CEO	

## Signatures

/s/ Peter C. Underwood as Power of Attorney 03/10/2015

\_\_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) Shares acquired through the exercise of stock options that otherwise would have expired on January 27, 2016.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$76.40 to \$76.63. 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.

(3) Balance reflects the most current data available with regard to holdings in the Regal-Beloit Corporation Retirement Savings Plan.

(4) 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 the third anniversary, 80% on the fourth anniversary and 100% on the fifth anniversary.

(5) Granted as stock-settled Stock Appreciation Rights (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 the third anniversary, 80% on the fourth anniversary and 100% on the fifth anniversary.

(6) 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.

(7) 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.

(8) Granted as stock-settled Stock Appreciation Rights (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.

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