

REGAL BELOIT CORP
Form 5
February 13, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Avampato John

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

200 STATE STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
VP & Chief Information Officer

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

6. Individual or Joint/Group Reporting

(check applicable line)

BELOIT, WI 53511

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/31/2013 ⁽¹⁾ | Â | J4 ⁽¹⁾ | 138 ⁽¹⁾ A \$ ⁽¹⁾ 6,982 | D | Â | |
| Common Stock | Â | Â | Â | Â Â Â 851 ⁽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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SEC 2270 (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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non Qualified Stock Option | \$ 47.25 | Â | Â | Â | Â Â | 04/26/2008 ⁽³⁾ 04/26/2016 | Common Stock 10,000 |
| Stock Appreciation Rights | \$ 44.12 | Â | Â | Â | Â Â | 05/01/2009 ⁽⁴⁾ 05/01/2017 | Common Stock 2,500 |
| Stock Appreciation Rights | \$ 42.28 | Â | Â | Â | Â Â | 05/02/2010 ⁽⁴⁾ 05/02/2018 | Common Stock 6,000 |
| Stock Appreciation Rights | \$ 42.65 | Â | Â | Â | Â Â | 05/08/2011 ⁽⁴⁾ 05/08/2019 | Common Stock 6,000 |
| Stock Appreciation Rights | \$ 61.36 | Â | Â | Â | Â Â | 05/05/2012 ⁽⁴⁾ 05/05/2020 | Common Stock 6,000 |
| Stock Appreciation Rights | \$ 72.29 | Â | Â | Â | Â Â | 05/04/2013 ⁽⁴⁾ 05/04/2021 | Common Stock 6,000 |
| Stock Appreciation Rights | \$ 63.56 | Â | Â | Â | Â Â | 05/03/2014 ⁽⁴⁾ 05/03/2022 | Common Stock 6,000 |
| Stock Appreciation Rights | \$ 64.99 | Â | Â | Â | Â Â | 05/02/2015 ⁽⁵⁾ 05/02/2023 | Common Stock 3,800 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
 Â Â Â VP & Chief Information Officer Â

Avampato John
200 STATE STREET
BELOIT, WI 53511

Signatures

/s/ Peter C. Underwood as Power of
Attorney

02/13/2014

__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).

- Shares acquired pursuant to dividend reinvestment as follows: 12 shares acquired during 2010 at prices ranging from \$58.62 to \$58.66; 28 shares acquired during 2011 at prices ranging from \$51.05 to \$71.36; 35 shares acquired during 2012 at prices ranging from \$55.87 to \$68.31; and 37 shares acquired during 2013 at prices ranging from \$65.50 to \$77.39. Also acquired 26 shares pursuant to dividend reinvestment prior to becoming a Section 16 reporting person. The reporting person has not had any non-exempt transactions since filing his Form 3 report and, therefore, none of the dividend reinvestment acquisitions are, as of the date of this report, subject to any short-swing profit liability under Section 16.
- (1) Balance reflects the most current data available with regard to holdings in the Regal Beloit Corporation Retirement Savings Plan.
 - (2) Granted as non qualified stock options. The options vest and become exercisable 40% on the second anniversary, 60% on the third anniversary, 80% on the fourth anniversary, and 100% on the fifth anniversary of the grant.
 - (3) 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 the grant, 60% on the third anniversary, 80% on the fourth anniversary and 100% on the fifth anniversary.
 - (4) 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 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.
 - (5)

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