

REGAL BELOIT CORP
Form 4
November 16, 2016

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 *
Avampato John

(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)
11/15/2016

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)
VP & Chief Information Officer

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	11/15/2016		M	2,500 A \$ 44.12	13,097	D	
Common Stock	11/15/2016		M	6,000 A \$ 42.28	19,097	D	
Common Stock	11/15/2016		F	1,874 D \$ 69.25	17,223	D	
Common Stock	11/15/2016		S	626 D \$ 69.2626 <u>(1)</u>	16,597	D	
Common Stock	11/15/2016		F	4,395 D \$ 69.1	12,202	D	

Common Stock	1,252 ⁽²⁾	I	Retirement Savings Plan
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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 and Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Rights	\$ 44.12	11/15/2016		M	2,500	05/01/2009 ⁽³⁾ 05/01/2017	05/01/2017	Common Stock	2,500
Stock Appreciation Rights	\$ 42.28	11/15/2016		M	6,000	05/02/2010 ⁽³⁾ 05/08/2011 ⁽³⁾	05/02/2018	Common Stock	6,000
Stock Appreciation Rights	\$ 42.65					05/08/2011 ⁽³⁾ 05/05/2012 ⁽³⁾	05/08/2019	Common Stock	6,000
Stock Appreciation Rights	\$ 61.36					05/05/2012 ⁽³⁾ 05/04/2013 ⁽³⁾	05/05/2020	Common Stock	6,000
Stock Appreciation Rights	\$ 72.29					05/04/2013 ⁽³⁾ 05/03/2014 ⁽³⁾	05/04/2021	Common Stock	6,000
Stock Appreciation Rights	\$ 63.56					05/03/2014 ⁽³⁾ 05/02/2015 ⁽⁴⁾	05/03/2022	Common Stock	6,500
Stock Appreciation Rights	\$ 64.99					05/02/2015 ⁽⁴⁾	05/02/2023	Common Stock	3,800

Stock Appreciation Rights	\$ 75.76	05/07/2016 ⁽⁴⁾	05/07/2024	Common Stock	3,0
Stock Appreciation Rights	\$ 78.15	05/12/2017 ⁽⁴⁾	05/12/2025	Common Stock	4,5
Stock Appreciation Rights	\$ 57.43	05/11/2018 ⁽⁴⁾	05/11/2026	Common Stock	6,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avampato John 200 STATE STREET BELOIT, WI 53511			VP & Chief Information Officer	

Signatures

/s/ Thomas E. Valentyn as Power of Attorney
Date 11/15/2016

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).

- The price in Column 4 is a weighted average price. The prices actually received ranged from \$69.25 to \$69.325. 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.
- Balance reflects the most current data available with regard to holdings in the Regal Beloit Corporation Retirement Savings Plan.
 - 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.
 - 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.