

REGAL BELOIT CORP
Form 4
November 16, 2016

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 *
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 11/15/2016 | | M | | 2,500 | A | \$ 44.12 |
| Common Stock | 11/15/2016 | | M | | 6,000 | A | \$ 42.28 |
| Common Stock | 11/15/2016 | | F | | 1,874 | D | \$ 69.25 |
| Common Stock | 11/15/2016 | | S | | 626 | D | \$ 69.2626 (1) |
| Common Stock | 11/15/2016 | | F | | 4,395 | D | \$ 69.1 |

| | | | | | | | |
|-----------------|--|--|--|--|----------------------|---|-------------------------------|
| Common Stock | | | | | 1,252 ⁽²⁾ | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | 8. 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 | Common Stock | 2,500 |
| Stock Appreciation Rights | \$ 42.28 | 11/15/2016 | | M | 6,000 | 05/02/2010 ⁽³⁾ | 05/02/2018 | Common Stock | 6,000 |
| Stock Appreciation Rights | \$ 42.65 | | | | | 05/08/2011 ⁽³⁾ | 05/08/2019 | Common Stock | 6,000 |
| Stock Appreciation Rights | \$ 61.36 | | | | | 05/05/2012 ⁽³⁾ | 05/05/2020 | Common Stock | 6,000 |
| Stock Appreciation Rights | \$ 72.29 | | | | | 05/04/2013 ⁽³⁾ | 05/04/2021 | Common Stock | 6,000 |
| Stock Appreciation Rights | \$ 63.56 | | | | | 05/03/2014 ⁽³⁾ | 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

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
- (1) 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 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.
 - (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 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.