

KNUEPPEL HENRY W
Form 4
November 18, 2009

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)
11/16/2009

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

BELOIT, WI 53511
(City) (State) (Zip)

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

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	11/16/2009		S		11,097	D	\$ 52.05 (1)	381,252	D
Common Stock	11/17/2009		S		8,903	D	\$ 50.75 (2)	372,349	D
Common Stock	11/17/2009		M		40,000	A	\$ 16.38	412,349	D
Common Stock	11/17/2009		M		36,000	A	\$ 20.3	448,349	D
Common Stock	11/17/2009		M		50,000	A	\$ 29.75	498,349	D

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Common Stock 11/17/2009 S 87,403 D \$ 50.734 410,946 D
(3)

Common Stock 12,458 (7) I Retirement Savings Plan

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights	\$ 42.65					05/08/2011 ⁽⁴⁾	05/08/2019	Common Stock
Stock Appreciation Rights	\$ 42.28					05/02/2010 ⁽⁴⁾	05/02/2018	Common Stock
Stock Appreciation Rights	\$ 48.05					02/06/2009 ⁽⁵⁾	02/06/2017	Common Stock
Non-qualified Stock Option	\$ 36.36					01/27/2008 ⁽⁶⁾	01/27/2016	Common Stock
Non-qualified Stock Option	\$ 29.75	11/17/2009		M	50,000	01/21/2007	01/21/2015	Common Stock
Non-qualified Stock Option	\$ 20.3	11/17/2009		M	36,000	04/22/2006	04/22/2014	Common Stock
Non-qualified Stock Option	\$ 16.38	11/17/2009		M	40,000	04/22/2005	04/22/2013	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 by David A. Barta as
POA 11/18/2009

__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) The Price in Column 4 is a weighted average price. The prices actually received ranged from \$52.047 to \$52.112. 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 transaction reported in this Form 4 utilizing an average weighted price.

(2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$50.75 to \$50.751. 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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$50.55 to \$51.24. 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.

(4) 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.

(5) 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 the grant, 60% on the third anniversary, 80% on the fourth anniversary and 100% on the fifth anniversary.

(6) Granted to reporting person as 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 the grant, 60% on the third anniversary, 80% on the fourth anniversary and 100% on the fifth anniversary.

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

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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