

Hinnrichs Charles A  
 Form 4  
 May 06, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Hinnrichs Charles A

(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)  
 05/02/2013

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)  
 Vice President - CFO

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 (A) or (D) Price		
Common Stock	05/02/2013		A		5,350 <u>(1)</u>	A	\$ 0 17,068 D

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)**

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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)
Stock Appreciation Rights	\$ 64.99	05/02/2013		A	14,625	05/02/2015 <sup>(2)</sup> 05/02/2023	Common Stock 14,625
Stock Appreciation Rights	\$ 63.56					05/03/2014 <sup>(3)</sup> 05/03/2022	Common Stock 2,000
Stock Appreciation Rights	\$ 72.29					05/04/2013 <sup>(3)</sup> 05/04/2021	Common Stock 2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hinnrichs Charles A 200 STATE STREET BELOIT, WI 53511			Vice President - CFO	

## Signatures

/s/ Peter C. Underwood as Power of Attorney  
 Date: 05/06/2013

\*\*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) Restricted Stock Units (RSUs) granted to the reporting person under the 2013 Equity Incentive Plan. RSUs vest 100% on the third anniversary date of the grant. Each RSU is equal to one share of Common Stock and is payable only in stock.  
 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.
- (2) 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.
- (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 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.

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.