

REGAL BELOIT CORP
Form 4
February 16, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
COLEMAN J REED

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)
02/14/2006

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 02/14/2006 | | D | 66,058 D \$ 39.1752 | 896 | D | |
| Common Stock | 02/15/2006 | | M | 25,400 (1) A \$ 20 (2) | 26,296 | D | |
| Common Stock | 02/15/2006 | | D | 4,700 D \$ 39.8196 | 21,596 | D | |
| Common Stock | 02/16/2006 | | D | 20,700 A \$ 39.7786 | 896 (5) | D | |

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

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SEC 1474 (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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Option | \$ 20.125 | 02/15/2006 | | M | 800 | 04/24/1996 04/24/2006 | Common Stock |
| Non-qualified Stock Option | \$ 24 | 02/15/2006 | | M | 800 | 04/24/1997 04/24/2007 | Common Stock |
| Non-qualified stock option | \$ 32.4375 | 02/15/2006 | | M | 800 | 04/21/1998 04/21/2008 | Common Stock |
| Non-qualified Stock Option | \$ 20 | 02/15/2006 | | M | 15,000 | 04/21/1999 ⁽³⁾ 04/21/2009 | Common Stock |
| Non-qualified Stock Option | \$ 20.3 | 02/15/2006 | | M | 8,000 | 04/22/2004 ⁽⁴⁾ 04/22/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COLEMAN J REED 200 STATE STREET BELOIT, WI 53511 | | X | | |

Signatures

J.Reed Coleman by Kenneth F. Kaplan,
POA

02/16/2006

**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) Exercised stock options granted on 4/24/96 (800 shares); 4/24/97 (800 shares); 4/21/98 (800 shares); 4/21/99 (15,000 shares); 4/22/04 (8,000 shares)

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- (2) Price of stock options shown above ranged from 20.00 to 32.4375 per share.
- (3) Option became exercisable in five annual installments beginning on the date of the grant.
- (4) Option became exercisable in five annual installments beginning on the date of the grant.
- (5) Mr. Coleman will be retiring as a Director of the Company on 4/26/06.

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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