

REGAL BELOIT CORP
Form 4
February 16, 2006

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COLEMAN J REED

(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)
02/14/2006

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)

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.

**Persons who respond to the collection of
information contained in this form are not**

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 Am Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o
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	1
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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