

Barta David Alan  
 Form 4  
 February 10, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 Barta David Alan

(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)  
 01/27/2009

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 or Price   |  |                                   |
| Common Stock                    | 01/27/2009                           |  | M                              |   | 3,000<br>(1)  | A  | \$ 0 10,432 D                     |
| Common Stock                    | 01/27/2009                           |  | F                              |   | 1,320   | D  | \$ 35.02 9,112 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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights                  | \$ 42.28   |                                      |  |                                |   | 05/02/2010 <sup>(2)</sup> 05/02/2018                     | Common Stock 2  |
| Non-Qualified Stock Option                 | \$ 21.85   |                                      |  |                                |   | <sup>(3)</sup> 06/28/2014                                | Common Stock 2  |
| Non-Qualified Stock Option                 | \$ 29.75   |                                      |  |                                |   | <sup>(4)</sup> 01/21/2015                                | Common Stock 1  |
| Non-Qualified Stock Option                 | \$ 36.36   |                                      |  |                                |   | 01/27/2008 <sup>(5)</sup> 01/27/2016                     | Common Stock 2  |
| Stock Appreciation Rights                  | \$ 48.05   |                                      |  |                                |   | 02/06/2009 <sup>(6)</sup> 02/06/2017                     | Common Stock 2  |
| Restricted Stock                           | \$ 0   | 01/27/2009                           |  | M                              | 3,000   | 01/27/2009 01/27/2009                                    | Common Stock 3  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Barta David Alan<br>200 STATE STREET<br>BELOIT, WI 53511 |               |           | Vice President CFO |       |

## Signatures

David A. Barta                      02/10/2009  
 \*\*Signature of                      Date  
 Reporting Person

## 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).

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- (1) Restricted Stock Units (RSU's) granted to the reporting person under the 2003 Equity Incentive Plan. RSU's vest 100% on January 27, 2009. Each RSU is equal to one share of Common Stock and is payable only in stock.
- (2) 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 grant, 60% on third anniversary, 80% on fourth anniversary and 100% on fifth anniversary.
- (3) Grant to reporting person of option to buy shares of common stock under the 2003 Equity Incentive Plan. The option vests and becomes exercisable 1/3 on the third anniversary of the date of grant, 1/3 on fourth anniversary and 1/3 on fifth anniversary.
- (4) Full vested stock options.  
Grant to reporting person of 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 grant, 60% on third anniversary, 80% on fourth anniversary and 100% on 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 grant, 60% on third anniversary, 80% on fourth anniversary and 100% on fifth anniversary.
- (6) 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 grant, 60% on third anniversary, 80% on fourth anniversary and 100% on 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.

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