

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

(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.

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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.

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.