

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2004-05-18** | Period of Report: **2004-04-22**
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ISSUER

REGAL BELOIT CORP

CIK: **82811** | IRS No.: **390875718** | State of Incorp.: **WI** | Fiscal Year End: **1231**
SIC: **3621** Motors & generators

Mailing Address
200 STATE STREET
BELOIT WI 53511-6254

Business Address
200 STATE ST
BELOIT WI 53511
6083648800

REPORTING OWNER

KNUEPPEL HENRY W

CIK: **1210925**
Type: **4/A** | Act: **34** | File No.: **001-07283** | Film No.: **04816468**

Mailing Address
200 STATE STREET
BELOIT WI 53511

Business Address
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BELOIT WI 53511
6083648800

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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

1. Name and Address of Reporting Person <u>KNUEPPEL HENRY W</u>			2. Issuer Name and Ticker or Trading Symbol <u>REGAL BELOIT CORP [RBC]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President/COO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/22/2004			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
200 STATE STREET			4. If Amendment, Date Original Filed(Month/Day/Year) 04/22/1994					
(Street) BELOIT, WI 53511								
(City)	(State)	(Zip)						

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 ⁽¹⁾	04/22/2004 ⁽²⁾		<u>A</u>		1,334	A	\$20.3	153,470 ⁽³⁾	D	
Common Stock								83,821	I	Deferred Delivery
Common Stock								222,104	I	Personal Savings Plan
Common Stock								1,850	I	IRA

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock	\$20.3	04/22/2004 ⁽⁴⁾	04/22/2007	<u>A</u>		4,000 ⁽⁵⁾		04/22/2007	04/22/2007	Restricted Stock	4,000	\$20.3	4,000	D	
Non-qualified stock option	\$20.3							04/22/2005 ⁽⁶⁾	04/22/2014	Non-qualified stock option	36,000		36,000	D	
Non-qualified stock option	\$28.675							01/23/1998	01/23/2008	Non-qualified stock option	20,000		20,000	D	

Non qualified stock option	\$23.25							01/22/1999 ⁽⁷⁾	01/22/2009	non qualified stock option	200,000		200,000	D
Non qualified stock option	\$16.38							04/22/2004 ⁽⁸⁾	04/22/2013	Non qualified stock option	40,000		40,000	D

Explanation of Responses:

1. An amendment to the Form 4 filed on 4/26/04 was incorrectly filed on 5/17/04 as a joint report. Please disregard that filing in its entirety.
2. This transaction was previously reported incorrectly and should have been shown in Table II.
3. Corrected number of shares.
4. This transaction was previously reported incorrectly.
5. Number of shares was previously reported as vesting over three years, which was incorrect.
6. Shares become available each on 4/22/05 and 4/22/06.
7. Option becomes exercisable in 10 equal annual installments.
8. 20,000 shares become exercisable each on 4/22/04 and 4/22/05. (Number of shares was incorrectly reported as 50,000 on 4/26/04.)

Signatures

Henry W. Kneppel

** Signature of Reporting Person

05/18/2004

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.