

Edgar Filing: ARTISAN PARTNERS LTD PARTNERSHIP - Form SC 13G/A

ARTISAN PARTNERS LTD PARTNERSHIP
Form SC 13G/A
January 31, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Regal-Beloit Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

758750103

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

13G

CUSIP No. 758750103

1 NAME OF REPORTING PERSON /
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Artisan Partners Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions) (a) []
Not Applicable (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,107,232

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,107,232

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,107,232

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.4%

12 TYPE OF REPORTING PERSON
(see Instructions)

IA

CUSIP No. 758750103

13G

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1 NAME OF REPORTING PERSON /
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Artisan Investment Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

Not Applicable

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Wisconsin

5 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,107,232

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,107,232

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,107,232

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.6%

12 TYPE OF REPORTING PERSON
(see Instructions)

CO

13G

CUSIP No. 758750103

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1 NAME OF REPORTING PERSON /
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Andrew A. Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

Not Applicable

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,107,232

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,107,232

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,107,232

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.4%

12 TYPE OF REPORTING PERSON
(see Instructions)

IN

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13G

CUSIP No. 758750103

1 NAME OF REPORTING PERSON /
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Carlene Murphy Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

Not Applicable

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

None

NUMBER OF
SHARES

BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,107,232

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,107,232

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,107,232

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.4%

12 TYPE OF REPORTING PERSON
(see Instructions)

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IN

Item 1(a) Name of Issuer:

Regal-Beloit Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

200 State Street
Beloit, WI 53511

Item 2(a) Name of Person Filing:

Artisan Partners Limited Partnership ("Artisan
Partners")
Artisan Investment Corporation, the general partner of
Artisan Partners ("Artisan Corp.")
Andrew A. Ziegler
Carlene Murphy Ziegler

Item 2(b) Address of Principal Business Office:

Artisan Partners, Artisan Corp., Mr. Ziegler and Ms.
Ziegler are all located at:

1000 North Water Street, #1770
Milwaukee, WI 53202

Item 2(c) Citizenship:

Artisan Partners is a Delaware limited partnership
Artisan Corp. is a Wisconsin corporation
Mr. Ziegler and Ms. Ziegler are U.S. citizens

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

758750103

Item 3 Type of Person:

(e) Artisan Partners is an investment adviser registered
under section 203 of the Investment Advisers Act of
1940; Artisan Corp. is the General Partner of Artisan
Partners; Mr. Ziegler and Ms. Ziegler are the principal

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stockholders of Artisan Corp.

- Item 4 Ownership (at December 31, 2002):
- (a) Amount owned "beneficially" within the meaning of rule 13d-3:

 1,107,232
 - (b) Percent of class:

 4.4% (based on 25,014,851 shares outstanding as of September 30, 2002)
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: None
 - (ii) shared power to vote or to direct the vote:
 1,107,232
 - (iii) sole power to dispose or to direct the disposition of: None
 - (iv) shared power to dispose or to direct disposition of: 1,107,232

- Item 5 Ownership of Five Percent or Less of a Class:
- If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

- Item 6 Ownership of More than Five Percent on Behalf of Another Person:
- Not Applicable

- Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:
- Not Applicable

- Item 8 Identification and Classification of Members of the Group:
- Not Applicable

- Item 9 Notice of Dissolution of Group:
- Not Applicable

- Item 10 Certification:
- By signing below I certify that, to the best of my

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knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2003

ARTISAN INVESTMENT CORPORATION
for itself and as general partner of
ARTISAN PARTNERS LIMITED
PARTNERSHIP

By: /s/ Lawrence A. Totsky

Lawrence A. Totsky
Chief Financial Officer

ANDREW A. ZIEGLER

Andrew A. Ziegler*

*By: /s/ Lawrence A. Totsky

Lawrence A. Totsky
Attorney-in-Fact

CARLENE MURPHY ZIEGLER

Carlene Murphy Ziegler*

*By: /s/ Lawrence A. Totsky

Lawrence A. Totsky
Attorney-in-Fact

Exhibit Index

Exhibit 1

Joint Filing Agreement dated as of January 31, 2003 by

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and among Artisan Partners Limited Partnership, Artisan Investment Corporation, Andrew A. Ziegler, and Carlene Murphy Ziegler

Exhibit 2 Power of Attorney of Andrew A. Ziegler dated as of April 2, 2002

Exhibit 3 Power of Attorney of Carlene M. Ziegler dated as of April 2, 2002