

RBC Bearings INC
Form 4
June 12, 2014

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 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 *
HARTNETT MICHAEL J

(Last) (First) (Middle)

102 WILLENBROCK ROAD, ONE
TRIBOLOGY CENTER

(Street)

OXFORD, CT US 06478

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RBC Bearings INC [ROLL]

3. Date of Earliest Transaction
(Month/Day/Year)

06/10/2014

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)

President and CEO

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	06/10/2014		M		6,502	A	\$ 14.5
					394,423		(4) (6) (9)
Common Stock	06/10/2014		S(10)		3,920	D	\$ 63.9716
					390,503		(4) (6) (9)
Common Stock	06/11/2014		M		8,781	A	\$ 14.5
					399,284		(4) (6) (9)
Common Stock	06/11/2014		S(10)		5,300	D	\$ 63.61
					393,984		(4) (6) (9)

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

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(9-02)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option for purchase of Common Stock	\$ 20.37					11/11/2009 ⁽²⁾	11/11/2015	Common Stock	100,000
Stock Option for purchase of Common Stock	\$ 22.73					11/16/2010 ⁽³⁾	11/16/2016	Common	100,000
Stock Option for purchase of Common Stock	\$ 37.66					10/06/2012 ⁽⁵⁾	10/06/2018	Common Stock	100,000
Stock Option for Commn Shares	\$ 44.6					06/04/2012 ⁽⁷⁾	06/04/2019	Common Stock	100,000
Stock Option for Common	\$ 31.91					02/12/2009 ⁽¹⁾	02/12/2015	Common Stock	20,000

Stock

Stock
Option
for \$ 14.5 06/10/2014 M 6,502 03/29/2006 08/10/2015 Common Stock 333,50
Common
Stock

Stock
Option
for \$ 51.08 06/14/2014⁽⁸⁾ 06/14/2020 Common Stock 100,00
Common
Stock

Stock
Option
for \$ 14.5 06/11/2014 M 8,781 03/29/2006 08/10/2015 Common Stock 333,50
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARTNETT MICHAEL J 102 WILLENBROCK ROAD ONE TRIBOLOGY CENTER OXFORD, CT US 06478	X		President and CEO	

Signatures

Thomas J. Williams /attorney
in fact/ 06/12/2014

__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) Options to purchase shares of common stock are subject to the following vesting schedule: 1/5 vest on 2/12/09, 1/5 vest on 2/12/10, 1/5 vest on 2/12/11, 1/5 vest on 2/12/12 and 1/5 vest on 2/12/13.
- (2) Options to purchase shares of common stock are subject to the following vesting schedule: 1/3 vested on 11/11/09, 1/3 vest on 11/11/10 and 1/3 vest on 11/11/11.
- (3) Options to purchase shares of Common Stock are subject to the following vesting schedule: 1/5 vest on 11/16/2010, 1/5 vest on 11/16/2011, 1/5 vest on 11/16/2012, 1/5 vest on 11/16/2013 and 1/5 vest on 11/16/2014
- (4) 21,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 lapse on 10/06/2014, 1/3 lapse on 10/06/2015 and 1/3 lapse on 10/06/2016. Unvested shares of Restricted Stock (i) may be immediately forfeited to the Company at the time the grantee ceases to be an officer or employee of, or otherwise perform services for, the Company or its subsidiaries under certain circumstances or (ii) may lapse upon the happening of certain events.
- (5) Options to purchase shares of Common Stock are subject to the following vesting schedule: 1/5 vest on 10/06/2012, 1/5 vest on 10/06/2013, 1/5 vest on 10/06/2014, 1/5 vest on 10/06/2015 and 1/5 vest on 10/06/2016. Options expire 7 years from grant date.

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- 11,667 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 6/4/2015. Unvested shares of Restricted Stock (i) may be immediately forfeited to the Company at the time the grantee ceases to be an officer or employee of, or otherwise perform services for, the Company or its subsidiaries under certain circumstances or (ii) may lapse upon the happening of certain events.
- (6) Options to purchase shares of Common Stock are subject to the following vesting schedule: 1/5 vest on 6/4/2013, 1/5 vest on 6/4/2014, 1/5 vest on 6/4/2015, 1/5 vest on 6/4/2016 and 1/5 vest on 6/4/2017. Options expire 7 years from grant date.
- (7) Options to purchase shares of Common Stock are subject to the following vesting schedule: 1/5 vest on 6/14/2014, 1/5 vest on 6/14/2015, 1/5 vest on 6/14/2016, 1/5 vest on 6/14/2017 and 1/5 vest on 6/14/2018. Options expire 7 years from grant date.
- (8) 35,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 vest on 6/14/2014, 1/3 vest on 6/14/2015, 1/3 vest on 6/14/2016. Unvested shares of Restricted Stock (i) may be immediately forfeited to the Company at the time the grantee ceases to be an officer or employee of, or otherwise perform services for, the Company or its subsidiaries under certain circumstances or (ii) may lapse upon the happening of certain events.
- (9) Sales of shares related to an option exercise to cover exercise price plus applicable taxes.
- (10)

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.