

HARTNETT MICHAEL J
Form 4
May 03, 2012

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)
05/01/2012

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 | 05/01/2012 | | M ⁽⁹⁾ | | 5,411 ⁽⁹⁾ | A ⁽⁹⁾ | \$ 31.91 |
| | | | | | | | 112,391 ⁽⁵⁾ (6) (7) (2) |
| Common Stock | 05/01/2012 | | S ⁽⁹⁾ | | 5,411 ⁽⁹⁾ | D ⁽⁹⁾ | \$ 47.2041 |
| | | | | | | | 106,980 ⁽⁵⁾ (6) (7) (2) |
| Common Stock | 05/02/2012 | | M ⁽⁹⁾ | | 953 ⁽⁹⁾ | A ⁽⁹⁾ | \$ 31.91 |
| | | | | | | | 107,933 ⁽⁵⁾ (6) (7) (2) |
| Common Stock | 05/02/2012 | | S ⁽⁹⁾ | | 953 ⁽⁹⁾ | D ⁽⁹⁾ | \$ 47.0345 |
| | | | | | | | 106,980 ⁽⁶⁾ (5) (7) (2) |
| Common Stock | 05/03/2012 | | M ⁽⁹⁾ | | 800 ⁽⁹⁾ | A ⁽⁹⁾ | \$ 31.91 |
| | | | | | | | 107,780 ⁽⁵⁾ (6) (7) (2) |

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Common Stock 05/03/2012 S(9) 800 (9) D(9) \$ 47.005 106,980 ⁽⁵⁾
 (6) (7) (2) D

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

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 control number.

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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 Common Stock | \$ 14.5 | | | | | 03/29/2006 08/10/2015 | Common Stock 533,500 |
| Stock Option for Common Stock | \$ 31.91 | 05/01/2012 | | <u>M</u> (9) | 5,411 <u>(9)</u> | 02/12/2009 ⁽¹⁾ 02/12/2015 | Common Stock 95,540 |
| Stock Option for purchase of Common Stock | \$ 20.37 | | | | | 11/11/2009 ⁽³⁾ 11/11/2015 | Common Stock 100,000 |
| Stock Option for purchase of Common Stock | \$ 22.73 | | | | | 11/16/2010 ⁽⁴⁾ 11/16/2016 | Common 100,000 |
| | \$ 37.66 | | | | | 10/06/2012 ⁽⁸⁾ 10/06/2018 | 100,000 |

| | | | | | | | | | | |
|---|----------|------------|--|------------------|-------------------|---------------------------|------------|--|-----------------|-------|
| Stock Option for purchase of Common Stock | | | | | | | | | Common Stock | |
| Stock Option for Common Stock | \$ 31.91 | 05/02/2012 | | M ⁽⁹⁾ | <u>953</u> (9) | 02/12/2009 ⁽¹⁾ | 02/12/2015 | | Common Stock | 90,13 |
| Stock Option for Common Stock | \$ 31.91 | 05/03/2012 | | M ⁽⁹⁾ | <u>800</u> (9) | 02/12/2009 ⁽¹⁾ | 02/12/2015 | | Common Stock | 89,17 |

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/ | 05/03/2012 |
|--|------------|

__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.
- 5,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 2/12/13. Unvested shares of Restricted Stock
- (2) (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.
 - (3) 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.
 - (4) 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
- 8,333 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 11/16/2012. Unvested shares of Restricted
- (5) 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

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- 8,333 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 4/4/2013. Unvested shares of Restricted
- (6) 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

- 35,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/5 lapse on 10/06/2012, 1/5 lapse on 10/06/2013, 1/5 lapse on 10/06/2014, 1/5 lapse on 10/06/2015 and 1/5 lapse on 10/06/2016. Unvested
- (7) 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.

- (8) 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.

- Shares sold pursuant to Rule 10b5-1 Sales Plan established on March 26, 2012 covering 320,000 shares for sale at a price of at least \$47 per share subject to Rule 144 requirements. The shares will be acquired through exercise of the following options: 40,000 shares from an
- (9) option granted 7/12/2006 and which expires on 7/12/2013 with an exercise price of \$22.66 per share; 80,000 shares from an option granted 2/12/2008 and which expires 2/12/2015 with an exercise price of \$31.91 per share; and 200,000 shares from an option granted 8/10/2005 and which expires 8/10/2015 with an exercise price of \$14.50 per share.

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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