

OBrien Thomas J
Form 4
December 05, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
OBrien Thomas J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
392 KENSINGTON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

SOUTHINGTON, CT US 06289
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/03/2012 | | A | V Amount \$ 21.03 | 14,500 | D | |
| Common Stock | 12/03/2012 | | A | V Amount \$ 31.91 | 16,500 | D | |
| Common Stock | 12/03/2012 | | A | V Amount \$ 20.37 | 19,000 | D | |
| Common Stock | 12/03/2012 | | S | D \$ 46.5287 | 12,000 ⁽²⁾ ⁽⁵⁾ ₍₆₎ ₍₈₎ | 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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 or Number of Shares |
| Option to purchase common stock | \$ 21.03 | 12/03/2012 | | M | 2,500 | 07/12/2007 | 07/12/2013 | Common stock | 2,500 |
| Option to purchase Common Stock | \$ 31.91 | 12/03/2012 | | M | 2,000 | 02/12/2008 ⁽¹⁾ | 02/12/2015 | Common Stock | 2,500 ⁽¹⁾ |
| Option to purchase Common Stock | \$ 20.37 | 12/03/2012 | | M | 2,500 | 11/11/2009 ⁽³⁾ | 11/11/2015 | Common Stock | 2,500 ⁽³⁾ |
| Option to purchase Common Stock | \$ 22.73 | | | | | 11/16/2010 ⁽⁴⁾ | 11/16/2016 | Common Stock | 2,500 ⁽⁴⁾ |
| Option to purchase Common stock | \$ 39.16 | | | | | 07/07/2012 ⁽⁷⁾ | 07/07/2018 | Common Stock | 2,500 ⁽⁷⁾ |
| Option to Purchase Common Stock | \$ 44.6 | | | | | 06/04/2013 ⁽⁹⁾ | 06/04/2019 | Common Stock | 2,500 ⁽⁹⁾ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

OBrien Thomas J
392 KENSINGTON ROAD X
SOUTHINGTON, CT US 06289

Signatures

/s/ Thomas J. Williams, attorney in fact 12/05/2012

**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.
333 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: 1/3 vest on 11/16/2010, 1/3 vest on 11/16/2011 and 1/3/ vest on 11/16/2012
667 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
1,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 lapse on 7/7/2012, 1/3 lapse on 7/7/2013 and 1/3 lapse on 7/7/2014. Unvested shares of Restricted Stock (i) may be immediately forfeited
(6) 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.
(7) Options to purchase shares of common stock are subject to the following vesting schedule: 1/3 vested on 7/7/2012, 1/3 vest on 7/7/2013 and 1/3 vest on 7/7/2014.
1,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 lapse on 6/4/2013, 1/3 laspe on 6/4/2014 and 1/3 lapse on 6/4/2015. Unvested shares of Restricted Stock (i) may be immediately forfeited
(8) 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) 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.

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.