

RBC Bearings INC  
Form 4  
July 01, 2014

**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 \*  
**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)  
**06/27/2014**

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	06/27/2014		M		12,308	A	\$ 20.37
					430,443		(2) (4) (7)
Common Stock	06/27/2014		S(8)		8,000	D	\$ 63.979
					422,443		(2) (4) (7)
Common Stock	06/30/2014		M		8,270	A	\$ 20.37
					430,713		(2) (4) (7)
Common Stock	06/30/2014		S(8)		5,374	D	\$ 64.0503
					425,339		(2) (4) (7)
Common Stock	07/01/2014		M		13,871	A	\$ 20.37
					439,210		(2) (4) (7)

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Common Stock 07/01/2014 S<sup>(8)</sup> 9,000 D \$ 430,210 <sup>(2)</sup> 64.4398 (4) (7) D

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

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SEC 1474  
(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	\$ 22.73					11/16/2010 <sup>(1)</sup> 11/16/2016	Common 100,0
Stock Option for purchase of Common Stock	\$ 37.66					10/06/2012 <sup>(3)</sup> 10/06/2018	Common Stock 100,0
Stock Option for Commn Shares	\$ 44.6					06/04/2012 <sup>(5)</sup> 06/04/2019	Common Stock 100,0
Stock Option for Common Stock	\$ 51.08					06/14/2014 <sup>(6)</sup> 06/14/2020	Common Stock 100,0
Stock Option	\$ 20.37	06/27/2014		M	12,308	11/11/2009 <sup>(1)</sup> 11/11/2015	Common Stock 100,0

for  
purchase  
of  
Common  
Stock

Stock  
Option  
for  
purchase  
of  
Common  
Stock

\$ 20.37 06/30/2014 M 8,270 11/11/2009<sup>(1)</sup> 11/11/2015 Common Stock 100,0

Stock  
Option  
for  
purchase  
of  
Common  
Stock

\$ 20.37 07/01/2014 M 13,871 11/11/2009<sup>(1)</sup> 11/11/2015 Common Stock 100,0

## 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/ 07/01/2014

\_\_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 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  
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.
- (3) 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.
- (4) 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

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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 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.
- (6) 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.

- 23,334 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/2 vest on 6/14/2015, 1/2 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.
- (7)
  - (8) Sales of shares related to an option exercise to cover exercise price plus applicable taxes.

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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