Faghri Amir Form 4/A November 15, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Faghri Amir

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

RBC Bearings INC [ROLL]

(Check all applicable)

**RBC BEARINGS** 

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

11/08/2005

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

INCORPORATED, ONE TRIBOLOGY CENTER

(Street)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

11/10/2005

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Following

OXFORD, CT 06478

Security

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially (Instr. 3, 4 and 5) Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (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)

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

6. Date Exercisable and 5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of **Underlying Securities** 

#### Edgar Filing: Faghri Amir - Form 4/A

| Security (Instr. 3)               | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securition  Acquire  (A) or  Dispose  (D)  (Instr. 3, and 5) | ed<br>ed of | (Month/Day/Year) |                    | (Instr. 3 and 4) |  |
|-----------------------------------|---|------------|-------------------------|--------------------|--|-------------|------------------|--------------------|------------------|--|
|                                   |   |            |                         | Code V             | V (A)  | (D)         | Date Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |
| Options<br>for<br>Common<br>Stock | \$ 15.33  | 11/08/2005 |                         | A                  | 2,500  |             | 11/08/2005(1)    | 11/08/2005         | Common<br>Stock  | 2,500                                  |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |
| Faghri Amir<br>RBC BEARINGS INCORPORATED<br>ONE TRIBOLOGY CENTER<br>OXFORD, CT 06478 | X             |           |         |       |  |  |  |
| Ciamaturaa   |               |           |         |       |  |  |  |

# **Signatures**

/s/ Daniel A.
Bergeron

\*\*Signature of Date

\*\*Signature of Reporting Person

# **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).

Options to purchase shares of common stock are subject to the following vesting schedule: 33% vest on 11/8/05, 33% vest on 11/8/06 and (1) 34% vest on 11/8/07; provided that those options that vested on 11/8/05 and may be exercised currently are subject to a lock-up that expires 180 days after the Issuer's initial public offering.

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.

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