

RBC Bearings INC  
Form 4  
June 26, 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)

06/24/2014

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	06/24/2014		M		12,295	A	\$ 20.37
Common Stock	06/24/2014		S <sup>(9)</sup>		8,000	D	\$ 63.7065
Common Stock	06/25/2014		M		8,464	A	\$ 20.37
Common Stock	06/25/2014		S <sup>(9)</sup>		5,500	D	\$ 64.0405
Common Stock	06/26/2014		M		7,670	A	\$ 20.37

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Common Stock	06/26/2014	<u>S</u> <sup>(9)</sup>	5,000	<u>D</u> <sup>(9)</sup>	\$ 63.2353	418,135 <sup>(3)</sup> <u>(5)</u> <u>(8)</u>	D
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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 of Shares
Stock Option for purchase of Common Stock	\$ 22.73					11/16/2010 <sup>(2)</sup> 11/16/2016	Common    100,000
Stock Option for purchase of Common Stock	\$ 37.66					10/06/2012 <sup>(4)</sup> 10/06/2018	Common Stock    100,000
Stock Option for Common Shares	\$ 44.6					06/04/2012 <sup>(6)</sup> 06/04/2019	Common Stock    100,000
Stock Option for Common Stock	\$ 31.91	06/19/2014		M	9,297	02/12/2009 <sup>(1)</sup> 02/12/2015	Common Stock    20,000
Stock Option	\$ 51.08					06/14/2014 <sup>(7)</sup> 06/14/2020	Common Stock    100,000

for Common Stock										
Stock Option for Common Stock	\$ 31.91	06/20/2014	M	5,727	02/12/2009 <sup>(1)</sup>	02/12/2015	Common Stock	20,000		
Stock Option for purchase of Common Stock	\$ 20.37	06/23/2014	M	11,328	11/11/2009 <sup>(2)</sup>	11/11/2015	Common Stock	100,000		
Stock Option for purchase of Common Stock	\$ 20.37	06/24/2014	M	12,295	11/11/2009 <sup>(2)</sup>	11/11/2015	Common Stock	100,000		
Stock Option for purchase of Common Stock	\$ 20.37	06/25/2014	M	8,464	11/11/2009 <sup>(2)</sup>	11/11/2015	Common Stock	100,000		
Stock Option for purchase of Common Stock	\$ 20.37	06/26/2014	M	7,670	11/11/2009 <sup>(2)</sup>	11/11/2015	Common Stock	100,000		

## 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/

06/26/2014

\_\_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: 1/5 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.  
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.
- (4) 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.
- (5) 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.
- (6) Sales of shares related to an option exercise to cover exercise price plus applicable taxes.
- (7) Sales of shares related to an option exercise to cover exercise price plus applicable taxes.
- (8) Sales of shares related to an option exercise to cover exercise price plus applicable taxes.
- (9) 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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