SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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	Iress of Reporting Pe		2. Issuer Name and Ticker or Trading Symbol <u>RBC Bearings INC</u> [ROLL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
HARTNETT MICHAEL J		<u>J</u>	<u>0</u> []	X	Director	10% Owner			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)			
102 WILLEN	BROCK ROAD		12/05/2017	President and CEO					
ONE TRIBOLOGY CENTER									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filir	ıg (Check Applicable			
OXFORD	СТ	06478		X	Form filed by One Rep	porting Person			
,					Form filed by More that Person	an One Reporting			
(City)	(State)	(Zip)							

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. Transa Code (8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	Amount (A) or Brice		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/05/2017		М		6,300	A	\$64.15	530,916 ⁽¹⁾⁽²⁾⁽³⁾	D	
Common Stock	12/05/2017		S		6,300	D	\$128.6779	524,616 ⁽¹⁾⁽²⁾⁽³⁾	D	

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. Transa Code (8)		of Deri Sec Acq (A) o Disp of (E	oosed D) tr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$64.15	12/05/2017		М			6,300	07/01/2015 ⁽⁴⁾	07/01/2021	Common Stock	6,300	\$64.15	93,700	D	
Option to Purchase Common Stock	\$51.08							06/14/2014 ⁽⁵⁾	06/14/2020	Common Stock	20,000		20,000	D	
Option to Purchase Common Stock	\$72.83							07/01/2016 ⁽⁶⁾	07/01/2022	Common Stock	80,000		80,000	D	
Option to Purchase Common Stock	\$72.94							07/08/2017 ⁽⁷⁾	07/08/2023	Common Stock	100,000		100,000	D	
Option to Purchase Common stock	\$99.64							06/27/2018 ⁽⁸⁾	06/27/2024	Common Stock	80,000		80,000	D	

Explanation of Responses:

1. 16,784 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 7-1/2017. 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.

2. 26133 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule- 1/2 vest on 7/1/2017, 1/2 vest on 7/1/2018. 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. 50,350 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule- 1/3 vest on 7/8/2017, 1/3 vest on 7/8/2018, 1/3 vest on 7/8/2019. 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 7-1/2015, 1/5 vest on 7-1/2016, 1/5 vest on 7-1/2017, 1/5 vest on 7-1/2018 and 1/5 vest on 7-1/2019. 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.

6. Options to purchase shares of Common Stock are subject to the following vesting schedule- 1/5 vest on 7/1/2016, 1/5 vest on 7/1/2017, 1/5 vest on 7/1/2018, 1/5 vest on 7/1/2019 and 1/5 vest on 7/1/2020. Options expire 7 years from grant date.

7. Options to purchase shares of Common Stock are subject to the following vesting schedule- 1/5 vest on 7/8/2017, 1/5 vest on 7/8/2018, 1/5 vest on 7/8/2019, 1/5 vest on 7/8/2020 and 1/5 vest on 7/8/2021.

Options expire 7 years from grant date.

8. Options to purchase shares of Common Stock are subject to the following vesting schedule- 1/5 vest on 6/27/2018, 1/5 vest on 6/27/2019, 1/5 vest on 6/27/2020, 1/5 vest on 6/27/2021 and 1/5 vest on 6/27/2022. Options expire 7 years from grant date.

Remarks:

/s/Thomas J. Williams /attorney 12/06/2017

in fact
** Signature of Reporting Person Date

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

* 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).

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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