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

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					or Se	ection 30(h) of the	Investn	nent C	ompany Act	of 1940								
1. Name and Address of Reporting Person [*] HARTNETT MICHAEL J						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)					
												Х	Director		10% Owr		ner	
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year)							Officer (below)	r (give title)		Other (specify below)		
102 WILLENBROCK ROAD						11/17/2016								President	t and CI	EO		
ONE TRIBOLOGY CENTER																		
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)					
OXFORD CT 06478													Form fil	ed by One	Reportir	ng Person		
													Form fil Person	ed by Mor	e than Or	ne Report	ng	
(City)	(S	tate)	(Zip)															
		Та	ble I - N	on-Deriv	vative S	Securities Ac	quire	d, Di	sposed o	of, or Be	neficia	ally C	Owned					
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day					y/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		s Acquired f (D) (Instr.	(A) or 3, 4 and 9	nd 5) 5. Amount of Securities Beneficially Owned Following Reported		ly	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	virect li direct E . 4) C	. Nature of ndirect Beneficial Ownership		
							Code	V Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 11/17/2							М		14,618	A	\$37.6	66	522,85	6 ⁽¹⁾⁽²⁾⁽³⁾	D)		
Common Stock 11/17/2							S		14,618	D	\$80.91	121	508,23	3,238 ⁽¹⁾⁽²⁾⁽³⁾)		
			Table II			ecurities Acc alls, warrants							wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemo Execution if any (Month/Da	Date, T	ransactior ode (Instr	n of	6. Date Exercisa Expiration Date (Month/Day/Yea		e	of Securities		C S	8. Price of Derivative Security Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported	e O s Fe Ily D o J (l)	0. wnership orm: irect (D) r Indirect) (Instr. 4)	11. Nature of Indirect Beneficial Ownershij (Instr. 4)	

	Security		(A) or Disposed of (D) (Instr. 3, 4 and 5)			oosed D) (Instr.						Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$37.66	11/17/2016	М			14,618	10/06/2012 ⁽⁴⁾	10/06/2018	Common Stock	100,000	\$37.66	6,483	D	
Option to Purchase Common Stock	\$44.6						06/04/2012 ⁽⁵⁾	06/04/2019	Common Stock	100,000		100,000	D	
Option to Purchase Common Stock	\$51.08						06/14/2014 ⁽⁶⁾	06/14/2020	Common Stock	100,000		100,000	D	
Option to Purchase Common Stock	\$64.15						07/01/2015 ⁽⁷⁾	07/01/2021	Common Stock	100,000		100,000	D	
Option to Purchase Common Stock	\$72.83						07/01/2016 ⁽⁸⁾	07/01/2022	Common Stock	80,000		80,000	D	
Option to Purchase Common Stock	\$72.94						07/08/2017 ⁽⁹⁾	07/08/2023	Common Stock	100,000		100,000	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 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.

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. 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 7-1/2015, 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.

8. 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.

9. 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.

Remarks:

/s/Thomas J. Williams /attorney in fact <u>11/18/2016</u>

** Signature of Reporting Person

n 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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