

LEVINE ALAN B
Form 4
November 17, 2009

FORM 4

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

OMB APPROVAL

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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 *
LEVINE ALAN B

(Last) (First) (Middle)

C/O GRADUATE MGMT
ADMISSION COUNCIL, 1600
TYSONS BOULEVARD, SUITE
1400

(Street)

MCLEAN, VA US 22102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RBC Bearings INC [ROLL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2009

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)

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 Ownership (Instr. 4)
Common Stock	11/16/2009		A ⁽⁶⁾	V Amount (A) or (D) Price	1,000 \$ 0.01	4,000 ⁽²⁾ ⁽⁴⁾ ⁽⁶⁾	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)

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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 or Number of Shares
Option to purchase Common Stock	\$ 15.33					11/08/2005 11/08/2015	Common Stock 2,500
Option to purchase Common Stock	\$ 21.03					07/13/2007 07/13/2013	Common Stock 2,500
Option to purchase Common Stock	\$ 31.91					02/12/2009 ⁽¹⁾ 02/13/2015	Common Stock 2,500
Option to purchase Common Stock	\$ 20.37					11/11/2009 ⁽³⁾ 11/11/2015	Common Stock 2,500
Option to purchase Common Stock	\$ 22.73	11/16/2009		A ⁽⁵⁾	2,500 ⁽⁵⁾	11/16/2010 ⁽⁵⁾ 11/16/2016	Common Stock 2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEVINE ALAN B
 C/O GRADUATE MGMT ADMISSION COUNCIL
 1600 TYSONS BOULEVARD, SUITE 1400
 MCLEAN, VA US 22102

X

Signatures

Thomas J. Williams /attorney
 in fact/

11/17/2009

 **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.

800 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/4 lapse on 2/12/10, 1/4 lapse on 2/12/11, 1/4 lapse on 2/12/12 and 1/4 lapse on 2/12/13. 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: 1/3 vested on 11/11/09, 1/3 vest on 11/11/10 and 1/3 vest on 11/11/11.

667 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/2 lapse on 11/11/10 and 1/2 lapse on 11/11/11. 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.

- (5) Options to purchase shares of Common Stock are subject to the following vesting schedule: 1/3 vest on 11/16/2010, 1/3 vest on 11/16/2011 and 1/3 vest on 11/16/2012

1,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 lapse on 11/16/2010, 1/3 lapse on 11/16/2011 and 1/3 lapse on 11/16/2012. 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.

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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