

RBC Bearings INC
Form 4
November 18, 2016

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 *
Edwards Richard J

(Last) (First) (Middle)

102 WILLENBROCK ROAD, ONE
TRIBOLOGY CENTER

(Street)

OXFORD, CT 06478

(City) (State) (Zip)

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

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

11/16/2016

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)

V.P. and General Manager

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 | 11/16/2016 | | M | | 8,000 A \$ 37.66 | 27,684 ⁽¹⁾ ₍₃₎ ⁽²⁾ | D |
| Common Stock | 11/16/2016 | | S | | 8,000 D \$ 80.5471 | 19,684 ⁽¹⁾ ₍₃₎ ⁽²⁾ | D |
| Common Stock | 11/16/2016 | | M | | 6,000 A \$ 51.08 | 25,684 ⁽¹⁾ ₍₃₎ ⁽²⁾ | D |
| Common Stock | 11/16/2016 | | M | | 4,000 A \$ 44.6 | 29,684 ⁽¹⁾ ₍₃₎ ⁽²⁾ | D |
| Common Stock | 11/16/2016 | | S | | 6,000 D \$ 80.5471 | 23,684 ⁽¹⁾ ₍₃₎ ⁽²⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--|---|
| Common Stock | 11/16/2016 | S | 4,000 | D | \$ 80.5471 | 19,684 ⁽¹⁾ ⁽²⁾ ₍₃₎ | D |
| Common Stock | 11/16/2016 | M | 8,000 | A | \$ 64.15 | 27,684 ⁽¹⁾ ⁽²⁾ ₍₃₎ | D |
| Common Stock | 11/16/2016 | S | 8,000 | D | \$ 80.5471 | 19,684 ⁽¹⁾ ⁽²⁾ ₍₃₎ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 or Number of Share |
| Option to Purchase Common Stock | \$ 37.66 | 11/16/2016 | | M | 8,000 | 10/06/2012 ⁽⁴⁾ 10/06/2018 | Common Stock 20,000 |
| Option to Purchase Common Stock | \$ 44.6 | 11/16/2016 | | M | 4,000 | 06/04/2013 ⁽⁵⁾ 06/04/2019 | Common Stock 20,000 |
| Option to Purchase Common Stock | \$ 51.08 | 11/16/2016 | | M | 6,000 | 06/14/2014 ⁽⁶⁾ 06/14/2020 | Common Stock 10,000 |
| Option to Purchase Common Stock | \$ 64.15 | 11/16/2016 | | M | 8,000 | 07/01/2015 ⁽⁷⁾ 07/01/2021 | Common Stock 20,000 |
| Option to Purchase Common Stock | \$ 72.83 | | | | | 07/01/2016 ⁽⁸⁾ 07/01/2022 | Common Stock 20,000 |

Stock

Option to

Purchase \$ 72.94

Common Stock

07/08/2017⁽⁹⁾ 07/08/2023 Common Stock

10,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edwards Richard J 102 WILLENBROCK ROAD ONE TRIBOLOGY CENTER OXFORD, CT 06478 | | | V.P. and General Manager | |

Signatures

/s/Thomas J. Williams /attorney
in fact

11/18/2016

**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) 1,000 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.

(2) 1,333 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) 667 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.

(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 and 1/5 vest on 6/14/2018. 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

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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