

RBC Bearings INC  
Form 4  
November 08, 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 \*  
Williams Thomas J

(Last) (First) (Middle)

15 LAUREL CREST DRIVE

(Street)

BURLINGTON, CT 06013

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/08/2016

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)

General Counsel and Secretary

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)
			Code	V	Amount or Price		
Common Stock	11/08/2016		M		2,000 A \$ 37.66	6,097 <sup>(4)</sup> <sub>(9)</sub>	D
Common Stock	11/08/2016		M		2,000 A \$ 44.6	8,097 <sup>(4)</sup> <sub>(9)</sub>	D
Common Stock	11/08/2016		M		2,000 A \$ 51.08	10,097 <sup>(4)</sup> <sub>(9)</sub>	D
Common Stock	11/08/2016		M		1,500 A \$ 64.15	11,597 <sup>(4)</sup> <sub>(9)</sub>	D
Common Stock	11/08/2016		S		8,460 D \$ 71.43	3,137 <sup>(4)</sup> <sub>(9)</sub>	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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(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)	Amount or Number of Shares
Option to purchase Common Stock	\$ 37.66	11/08/2016		M	2,000	10/06/2012 <sup>(1)</sup> 10/06/2018	Common Stock	10,000
Option to Purchase Common Stock	\$ 44.6	11/08/2016		M	2,000	06/04/2013 <sup>(2)</sup> 06/04/2019	Common Stock	10,000
Option to Purchase Common Stock	\$ 51.08	11/08/2016		M	2,000	06/14/2014 <sup>(3)</sup> 06/14/2020	Common Stock	10,000
Option to Purchase Common Stock	\$ 64.15	11/08/2016		M	1,500	07/01/2015 <sup>(5)</sup> 07/01/2021	Common Stock	7,500
Option to Purchase Common Stock	\$ 72.83					07/01/2016 <sup>(6)</sup> 07/01/2022	Common Stock	7,500
Option to Purchase Common Stock	\$ 72.94					07/08/2017 <sup>(7)</sup> 07/08/2023	Common Stock	7,500

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Thomas J 15 LAUREL CREST DRIVE BURLINGTON, CT 06013			General Counsel and Secretary	

# Signatures

Thomas J. Williams                      11/08/2016

     \*\*Signature of                      Date  
Reporting Person

# 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 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.
- (2) 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.
- (3) 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.
- (4) 333 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.
- (5) 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
- (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) 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.
- (9) 667 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.