

RBC Bearings INC
Form 4
November 15, 2016

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 *
HARTNETT MICHAEL 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)

11/10/2016

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)

President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/10/2016 | | M | A | \$ 9,955 37.66 | D | |
| Common Stock | 11/11/2016 | | M | A | \$ 22,614 37.66 | D | |
| Common Stock | 11/14/2016 | | M | A | \$ 18,419 37.66 | D | |
| Common Stock | 11/15/2016 | | M | A | \$ 15,511 37.66 | D | |
| Common Stock | 11/10/2016 | | S | D | \$ 9,955 78.65 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--|---|
| Common Stock | 11/11/2016 | S | 22,614 | D | \$ 82.36 | 542,168 ⁽⁴⁾ <u>(6) (9)</u> | D |
| Common Stock | 11/14/2016 | S | 18,419 | D | \$ 82.14 | 523,749 ⁽⁴⁾ <u>(6) (9)</u> | D |
| Common Stock | 11/15/2016 | S | 15,511 | D | \$ 82.23 | 508,238 ⁽⁴⁾ <u>(6) (9)</u> | 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.

SEC 1474
(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 Number Shares |
| Stock Option for Commn Shares | \$ 44.6 | | | | | 06/04/2012 ⁽²⁾ | 06/04/2019 | Common Stock | 100,000 |
| Stock Option for Common Stock | \$ 51.08 | | | | | 06/14/2014 ⁽³⁾ | 06/14/2020 | Common Stock | 100,000 |
| Stock Option for purchase of Common Stock | \$ 64.15 | | | | | 07/01/2015 ⁽⁵⁾ | 07/01/2021 | Common Stock | 100,000 |
| Stock Option for Common Stock | \$ 72.83 | | | | | 07/01/2016 ⁽⁷⁾ | 07/01/2022 | Common Stock | 80,000 |

| | | | | | | | | | |
|---|----------|------------|---|--------|---------------------------|---------------------------|------------|--------------|---------|
| Stock Option for Common Stock | \$ 72.94 | | | | | 07/08/2017 ⁽⁸⁾ | 07/08/2023 | Common Stock | 100,000 |
| Stock Option for purchase of Common Stock | \$ 37.66 | 11/10/2016 | M | 9,955 | 10/06/2012 ⁽¹⁾ | | 10/06/2018 | Common Stock | 100,000 |
| Stock Option for purchase of Common Stock | \$ 37.66 | 11/11/2016 | M | 22,614 | 10/06/2012 ⁽¹⁾ | | 10/06/2018 | Common Stock | 100,000 |
| Stock Option for purchase of Common Stock | \$ 37.66 | 11/14/2016 | M | 18,419 | 10/06/2012 ⁽¹⁾ | | 10/06/2018 | Common Stock | 100,000 |
| Stock Option for purchase of Common Stock | \$ 37.66 | 11/15/2016 | M | 15,511 | 10/06/2012 ⁽¹⁾ | | 10/06/2018 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARTNETT MICHAEL J 102 WILLENBROCK ROAD ONE TRIBOLOGY CENTER OXFORD, CT 06478 | X | | President and CEO | |

Signatures

Thomas J. Williams /attorney in fact/ 11/15/2016

**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) 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.
- 16,784 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 7-1/2017. Unvested shares of Restricted
- (4) 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.
- 26133 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/2
- (6) 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.
- (7) 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.
- (8) 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.
- 50,350 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3
- (9) 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.

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.