

RBC Bearings INC
 Form 4
 July 12, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 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)
 07/08/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 General Counsel and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 | 07/08/2016 | | A | V | 1,000 | A | \$ 0.01 |
| | | | | | 4,293 | (1) (5) (9) | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to purchase Common Stock | \$ 37.66 | | | | | 10/06/2012 ⁽²⁾ 10/06/2018 | Common Stock | 10,000 |
| Option to Purchase Common Stock | \$ 44.6 | | | | | 06/04/2013 ⁽³⁾ 06/04/2019 | Common Stock | 10,000 |
| Option to Purchase Common Stock | \$ 51.08 | | | | | 06/14/2014 ⁽⁴⁾ 06/14/2020 | Common Stock | 10,000 |
| Option to Purchase Common Stock | \$ 64.15 | | | | | 07/01/2015 ⁽⁶⁾ 07/01/2021 | Common Stock | 7,500 |
| Option to Purchase Common Stock | \$ 72.83 | | | | | 07/01/2016 ⁽⁷⁾ 07/01/2022 | Common Stock | 7,500 |
| Option to Purchase Common Stock | \$ 72.94 | 07/08/2016 | | A | 7,500 | 07/08/2017 ⁽⁸⁾ 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

07/12/2016

 **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).

- 400 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 10/06/2016. Unvested shares of Restricted
- (1) 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) 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.
 - (3) 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.
 - (4) 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.
- 333 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 7-1/2017. Unvested shares of Restricted Stock
- (5) (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.
 - (6) 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
 - (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.
- 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
- (9) 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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