

HARTNETT MICHAEL J

Form 4

June 01, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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 US 06478

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/30/2012		M ⁽⁹⁾		8,028 ⁽⁹⁾	A ⁽⁹⁾	\$ 31.91	115,008 ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽²⁾	D
Common Stock	05/30/2012		S ⁽⁹⁾		8,028 ⁽⁹⁾	D ⁽⁹⁾	\$ 47.2451	106,980 ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽²⁾	D
Common Stock	05/31/2012		M ⁽⁹⁾		400 ⁽⁹⁾	A ⁽⁹⁾	\$ 31.91	107,380 ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽²⁾	D
Common Stock	05/31/2012		S ⁽⁹⁾		400 ⁽⁹⁾	D ⁽⁹⁾	\$ 47.0175	106,980 ⁽⁶⁾ ⁽⁵⁾ ⁽⁷⁾ ⁽²⁾	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Shares
Stock Option for Common Stock	\$ 14.5					03/29/2006 08/10/2015	Common Stock 533,50
Stock Option for purchase of Common Stock	\$ 20.37					11/11/2009 ⁽³⁾ 11/11/2015	Common Stock 100,00
Stock Option for purchase of Common Stock	\$ 22.73					11/16/2010 ⁽⁴⁾ 11/16/2016	Common 100,00
Stock Option for purchase of Common Stock	\$ 37.66					10/06/2012 ⁽⁸⁾ 10/06/2018	Common Stock 100,00
Stock Option for Common	\$ 31.91	05/30/2012		M ⁽⁹⁾	8,028 ⁽⁹⁾	02/12/2009 ⁽¹⁾ 02/12/2015	Common Stock 88,37

Stock

Stock

Option

for \$ 31.91 05/31/2012

M⁽⁹⁾400
(9)02/12/2009⁽¹⁾ 02/12/2015Common
Stock

80,34

Common

Stock

Reporting Owners

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

Signatures

Thomas J. Williams /attorney
in fact/ 06/01/2012

__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.

- (2) 5,000 shares of the reported Common Stock are Restricted Shares. The Restrictions 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.

- (4) Options to purchase shares of Common Stock are subject to the following vesting schedule: 1/5 vest on 11/16/2010, 1/5 vest on 11/16/2011, 1/5 vest on 11/16/2012, 1/5 vest on 11/16/2013 and 1/5 vest on 11/16/2014

- (5) 8,333 shares of the reported Common Stock are Restricted Shares. The Restrictions 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

- (6) 8,333 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 4/4/2013. 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) 35,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/5 lapse on 10/06/2012, 1/5 lapse on 10/06/2013, 1/5 lapse on 10/06/2014, 1/5 lapse on 10/06/2015 and 1/5 lapse on 10/06/2016. 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.

- (8) 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.

- (9) Shares sold pursuant to Rule 10b5-1 Sales Plan established on March 26, 2012 covering 320,000 shares for sale at a price of at least \$47 per share subject to Rule 144 requirements. The shares will be acquired through exercise of the following options: 40,000 shares from an

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option granted 7/12/2006 and which expires on 7/12/2013 with an exercise price of \$22.66 per share; 80,000 shares from an option granted 2/12/2008 and which expires 2/12/1015 with an exercise price of \$31.91 per share; and 200,000 shares from an option granted 8/10/2005 and which expires 8/10/2015 with an exercise price of \$14.50 per share.

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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