

RBC Bearings INC  
Form 4  
June 10, 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 \*  
**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)  
**06/08/2016**

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)

**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                    | 06/08/2016                           |                                                    | M                              |                                                                   | 31,000                                                                                        | A                                                        | \$ 22.73                                              |
|                                 |                                      |                                                    |                                |                                                                   | 540,574                                                                                       |                                                          | (1)<br>(5) (6) (8)                                    |
| Common Stock                    | 06/08/2016                           |                                                    | S                              |                                                                   | 31,000                                                                                        | D                                                        | \$ 75.8602                                            |
|                                 |                                      |                                                    |                                |                                                                   | 509,574                                                                                       |                                                          | (1)<br>(5) (6) (8)                                    |
| Common Stock                    | 06/09/2016                           |                                                    | M                              |                                                                   | 12,270                                                                                        | A                                                        | \$ 22.73                                              |
|                                 |                                      |                                                    |                                |                                                                   | 521,844                                                                                       |                                                          | (1)<br>(5) (6) (8)                                    |
| Common Stock                    | 06/09/2016                           |                                                    | S                              |                                                                   | 12,270                                                                                        | D                                                        | \$ 75.3428                                            |
|                                 |                                      |                                                    |                                |                                                                   | 509,574                                                                                       |                                                          | (1)<br>(5) (6) (8)                                    |

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 Number Shares                                    |
| Stock Option for Commn Shares              | \$ 44.6                                                |                                      |                                                    |                                |                                                                                         | 06/04/2012 <sup>(3)</sup> 06/04/2019                     | Common Stock 100,0                                            |
| Stock Option for purchase of Common Stock  | \$ 37.66                                               |                                      |                                                    |                                |                                                                                         | 10/06/2012 <sup>(2)</sup> 10/06/2018                     | Common Stock 100,0                                            |
| Stock Option for Common Stock              | \$ 51.08                                               |                                      |                                                    |                                |                                                                                         | 06/14/2014 <sup>(4)</sup> 06/14/2020                     | Common Stock 100,0                                            |
| Stock Option for Common Stock              | \$ 72.83                                               |                                      |                                                    |                                |                                                                                         | 07/01/2016 <sup>(9)</sup> 07/01/2022                     | Common Stock 80,0                                             |
| Stock Option for purchase of Common Stock  | \$ 64.15                                               |                                      |                                                    |                                |                                                                                         | 07/01/2015 <sup>(7)</sup> 07/01/2021                     | Common Stock 100,0                                            |
|                                            | \$ 22.73                                               | 06/08/2016                           |                                                    | M                              | 31,000                                                                                  | 11/16/2010 11/16/2016                                    | Common 100,0                                                  |

Stock  
Option  
for  
purchase  
of  
Common  
Stock

Stock  
Option  
for  
purchase \$ 22.73 06/09/2016 M 12,270 11/16/2010 11/16/2016 Common 100.0  
of  
Common  
Stock

## Reporting Owners

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

## Signatures

Thomas J. Williams /attorney  
in fact/ 06/10/2016

\_\_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) 7,000 shares of the reported Common Stock are Restricted Shares. The Restrictions 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.
  - (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.
  - (5) 11,667 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 6/14/2016. 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.
  - (6) 33,567 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/2 vest on 7-1/2016, 1/2 vest 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

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- (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.
- 39,200 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 vest on 7/1/2016, 1/3 vest on 7/1/2017, 1/3 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.
- (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.

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.