

RBC Bearings INC
 Form 4
 July 02, 2015

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 *
 OBrien Thomas J

(Last) (First) (Middle)

392 KENSINGTON ROAD

(Street)

SOUTHINGTON, CT US 06289

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/01/2015

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)

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	(A) or (D)	Price
Common Stock	07/01/2015		A		1,250	A	\$ 0.01
					13,500		⁽⁹⁾ ⁽⁷⁾ ₍₅₎

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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 31.91							02/12/2008 ⁽¹⁾	08/12/2015 ⁽¹⁾	Common Stock	2,500,000
Option to purchase Common Stock	\$ 22.73							11/16/2010 ⁽²⁾	11/16/2016	Common Stock	2,500,000
Option to purchase Common stock	\$ 39.16							07/07/2012 ⁽³⁾	07/07/2018	Common Stock	2,500,000
Option to Purchase Common Stock	\$ 44.6							06/04/2013 ⁽⁴⁾	06/04/2019	Common Stock	2,500,000
Option to Purchase Common Stock	\$ 51.08							06/14/2014 ⁽⁵⁾	06/14/2020	Common Stock	2,500,000
Option to Purchase Common Stock	\$ 64.15							07/01/2015 ⁽⁸⁾	07/01/2021	Common Stock	2,000,000
Option to Purchase Common Stock	\$ 72.83	07/01/2015		A		2,000		07/01/2016 ⁽¹⁰⁾	07/01/2022	Common Stock	2,000,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'Brien Thomas J
392 KENSINGTON ROAD X
SOUTHINGTON, CT US 06289

Signatures

/s/ Thomas J. Williams, attorney
in fact 07/02/2015

__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. On 2/11/2015, the expiration period of these options was extended until 8/12/2015. On 7/1/2015, the expiration period of these options was extended until 2/12/2016.
 - (2) Options to purchase shares of Common Stock are subject to the following vesting schedule: 1/3 vest on 11/16/2010, 1/3 vest on 11/16/2011 and 1/3/ vest on 11/16/2012
 - (3) Options to purchase shares of common stock are subject to the following vesting schedule: 1/3 vested on 7/7/2012, 1/3 vest on 7/7/2013 and 1/3 vest on 7/7/2014.
 - (4) 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.

333 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.
 - (5) 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.

833 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
 - (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.

1,250 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.
 - (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.

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.