

RBC Bearings INC  
Form 4  
November 18, 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 \*  
Edwards Richard 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)

11/16/2016

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)

V.P. and General Manager

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	11/16/2016		M		8,000 A \$ 37.66	27,684 <sup>(1)</sup> <sub>(3)</sub> <sup>(2)</sup>	D
Common Stock	11/16/2016		S		8,000 D \$ 80.5471	19,684 <sup>(1)</sup> <sub>(3)</sub> <sup>(2)</sup>	D
Common Stock	11/16/2016		M		6,000 A \$ 51.08	25,684 <sup>(1)</sup> <sub>(3)</sub> <sup>(2)</sup>	D
Common Stock	11/16/2016		M		4,000 A \$ 44.6	29,684 <sup>(1)</sup> <sub>(3)</sub> <sup>(2)</sup>	D
Common Stock	11/16/2016		S		6,000 D \$ 80.5471	23,684 <sup>(1)</sup> <sub>(3)</sub> <sup>(2)</sup>	D

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Common Stock	11/16/2016	S	4,000	D	\$ 80.5471	19,684 <sup>(1) (2)</sup> <sub>(3)</sub>	D
Common Stock	11/16/2016	M	8,000	A	\$ 64.15	27,684 <sup>(1) (2)</sup> <sub>(3)</sub>	D
Common Stock	11/16/2016	S	8,000	D	\$ 80.5471	19,684 <sup>(1) (2)</sup> <sub>(3)</sub>	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	Title Amount or Number of Share
Option to Purchase Common Stock	\$ 37.66	11/16/2016		M	8,000	10/06/2012 <sup>(4)</sup> 10/06/2018	Common Stock 20,000
Option to Purchase Common Stock	\$ 44.6	11/16/2016		M	4,000	06/04/2013 <sup>(5)</sup> 06/04/2019	Common Stock 20,000
Option to Purchase Common Stock	\$ 51.08	11/16/2016		M	6,000	06/14/2014 <sup>(6)</sup> 06/14/2020	Common Stock 10,000
Option to Purchase Common Stock	\$ 64.15	11/16/2016		M	8,000	07/01/2015 <sup>(7)</sup> 07/01/2021	Common Stock 20,000
Option to Purchase Common Stock	\$ 72.83					07/01/2016 <sup>(8)</sup> 07/01/2022	Common Stock 20,000

Stock

Option to

Purchase \$ 72.94

Common Stock

07/08/2017<sup>(9)</sup> 07/08/2023 Common Stock

10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Richard J 102 WILLENBROCK ROAD ONE TRIBOLOGY CENTER OXFORD, CT 06478			V.P. and General Manager	

## Signatures

/s/Thomas J. Williams /attorney  
in fact

11/18/2016

\*\*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) 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 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) 1,333 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule- 1/2 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.

(3) 667 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse 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.

(4) 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.

(5) 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.

(6) 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.

(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.

(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.

(9) 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

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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