

RBC Bearings INC  
Form 4  
February 17, 2015

**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

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 \*  
Faghri Amir

(Last) (First) (Middle)  
77 KAYA LANE  
(Street)  
MANSFIELD, CT US 06250  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2015

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 or Price (A) or (D)                                                                    |                                                          |                                   |
| Common Stock                    | 02/13/2015                           |                                                    | M                              |                                                                   | 2,500 A \$ 31.91                                                                              | 13,853 (4) (6) (8) (10)                                  | D                                 |
| Common Stock                    | 02/13/2015                           |                                                    | M                              |                                                                   | 2,500 A \$ 15.33                                                                              | 16,353 (4) (6) (8) (10)                                  | D                                 |
| Common Stock                    | 02/13/2015                           |                                                    | M                              |                                                                   | 2,500 A \$ 20.37                                                                              | 18,853 (4) (6) (8) (10)                                  | D                                 |
| Common Stock                    | 02/13/2015                           |                                                    | S                              |                                                                   | 7,500 D \$ 61.2                                                                               | 11,353 (4) (6) (8) (10)                                  | 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)

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**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 Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title                      | Amount or Number of Shares |
| Option to purchase Common Stock            | \$ 31.91                                               | 02/13/2015                           |                                                    | M                              | 2,500                                                                                   | 02/12/2009 <sup>(1)</sup> 08/12/2015 <sup>(1)</sup>      | Common Stock                                                | 2,500                      |                            |
| Option to purchase Common Stock            | \$ 15.33                                               | 02/13/2015                           |                                                    | M                              | 2,500                                                                                   | 11/08/2005 11/08/2015                                    | Common Stock                                                | 2,500                      |                            |
| Option to purchase Common Stock            | \$ 20.37                                               | 02/13/2015                           |                                                    | M                              | 2,500                                                                                   | 11/11/2009 <sup>(2)</sup> 11/11/2015                     | Common Stock                                                | 2,500                      |                            |
| Option to purchase Common Stock            | \$ 22.73                                               |                                      |                                                    |                                |                                                                                         | 11/16/2009 <sup>(3)</sup> 11/16/2016                     | Common Stock                                                | 2,500                      |                            |
| Option to purchase common stock            | \$ 39.16                                               |                                      |                                                    |                                |                                                                                         | 07/07/2012 <sup>(5)</sup> 07/07/2018                     | Common Stock                                                | 2,500                      |                            |
| Option to Purchase Common Stock            | \$ 44.6                                                |                                      |                                                    |                                |                                                                                         | 06/04/2013 <sup>(7)</sup> 06/04/2019                     | Common Stock                                                | 2,500                      |                            |
| Option to Purchase Common Stock            | \$ 51.08                                               |                                      |                                                    |                                |                                                                                         | 06/14/2014 <sup>(9)</sup> 06/14/2020                     | Common Stock                                                | 2,500                      |                            |

Option to  
Purchase  
Common  
Stock

\$ 64.15

07/01/2015<sup>(11)</sup>

07/01/2021

Common  
Stock

2,0

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|-------------------------------------------------------|---------------|-----------|---------|-------|
|                                                       | Director      | 10% Owner | Officer | Other |
| Faghri Amir<br>77 KAYA LANE<br>MANSFIELD, CT US 06250 |               | X         |         |       |

## Signatures

Thomas J. Williams / attorney  
in fact/ 02/17/2015

\_\_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.
- (2) 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.
- (3) 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
- (4) 333 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 7/7/2014. 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: 1/3 vested on 7/7/2012, 1/3 vest on 7/7/2013 and 1/3 vest on 7/7/2014.
- (6) 333 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 6/4/2015. 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 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.
- (8) 667 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/2 vest on 6/14/2015, 1/2 vest 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.
- (9) 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.
- (10) 1,250 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 vest on 7/1/2015, 1/3 vest on 7/1/2016, 1/3 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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- (11) 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.

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.