## SEC Form 4

П

# 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burder hours per response: 0.5

| I I. Marie and Address of Reporting Feison |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>RBC Bearings INC</u> [ ROLL ] | (Check                 | tionship of Reporting Perso<br>all applicable)<br>Director<br>Officer (give title  | on(s) to Issuer<br>10% Owner<br>Other (specify |
|--|---------|----------|--|------------------------|--|--|
| (Last) (First) (Middle)<br>11 HYATT LANE   |         | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/30/2012                         |                        | below)<br>Corporate Cont   | below)   |
| (Street)<br>WESTPORT                       | СТ      | US 06880 | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Indiv<br>Line)<br>X | ridual or Joint/Group Filing<br>Form filed by One Repor<br>Form filed by More than | rting Person                                   |
| (City)                                     | (State) | (Zip)    |  |                        | Person   |  |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |      |   |        |               |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|------|---|--------|---------------|---------|---|---|---|
|                                 |  |   | Code | v | Amount | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)  |   | (1130. 4)   |
| Common Stock                    | 03/30/2012                                 |   | М    |   | 1,000  | Α             | \$22.66 | 5,169(5)(6)   | D   |   |
| Common Stock                    | 03/30/2012                                 |   | S    |   | 1,000  | D             | \$46.34 | 4,169 <sup>(5)(6)</sup>   | D   |   |

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deri<br>Seci<br>Acq<br>(A) (<br>Disp<br>of (E | oosed<br>D)<br>tr. 3, 4 | 6. Date Exerci<br>Expiration Dat<br>(Month/Day/Ye | e                  | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|---|-------------------------|---|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)   | (D)                     | Date<br>Exercisable                               | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Option to<br>purchase<br>Common<br>Stock            | \$31.91   |  |   |                              |   |   |                         | 02/12/2009 <sup>(2)</sup>                         | 02/12/2015         | Common<br>Stock   | 10,000                                 |   | 10,000   | D  |  |
| Option to<br>purchase<br>Common<br>Stock            | \$22.66   | 03/30/2012                                 |   | М                            |   |   | 1,000                   | 07/12/2008 <sup>(1)</sup>                         | 07/12/2013         | Common<br>Stock   | 4,000                                  | \$0   | 3,000  | D  |  |
| Option to<br>purchase<br>Common<br>Stock            | \$20.37   |  |   |                              |   |   |                         | 11/11/2009 <sup>(3)</sup>                         | 11/11/2015         | Common<br>Stock   | 10,000                                 |   | 5,000  | D  |  |
| Option to<br>purchase<br>Common<br>Stock            | \$22.73   |  |   |                              |   |   |                         | 11/16/2009 <sup>(4)</sup>                         | 11/16/2016         | Common<br>Stock   | 10,000                                 |   | 10,000   | D  |  |
| Option to<br>Purchase<br>Common<br>Stock            | \$37.66   |  |   |                              |   |   |                         | 10/06/2012 <sup>(7)</sup>                         | 10/06/2018         | Common<br>Stock   | 10,000                                 |   | 10,000   | D  |  |

#### Explanation of Responses:

1. Options to purchase shares of common stock are subject to the following vesting schedule: 1/4 vest on 7/12/08, 1/4 vest on 7/12/09, 1/4 vest on 7/12/10 and 1/4 vest on 7/12/11.

2. 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.

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. 500 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. 2,000 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

7. 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 10/06/2014, 1/5 vest on 10/06/2015 and 10/06/2015 and 15/ vest on 10/06/2015 and 15/ vest on 10/06/2015.

10/06/2016. Options expire 7 years from grant date.

Thomas J. Williams / attorney

in fact/

<u>04/03/2012</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.