

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report: **November 20, 2009** (Date of earliest event reported: **November 16, 2009**)

**RBC BEARINGS INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-124824**  
(Commission  
File Number)

**95-4372080**  
(IRS Employer  
Identification No.)

**One Tribology Center**  
**Oxford, CT 06478**

(Address of principal executive offices) (Zip Code)

**(203) 267-7001**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 5 – Corporate Governance and Management**

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

As of the filing of the Corporation's 2009 proxy statement (the "Proxy Statement"), the Non-Equity Incentive Plan Compensation amounts for each executive officer for the 2009 year had not been determined and, therefore, were omitted from the Summary Compensation Table included in the Proxy Statement.

Effective on November 16, 2009, the Non-Equity Incentive Plan Compensation amounts for each executive officer for the 2009 year were finally determined. Such amounts are reflected in the appropriate columns of the Summary Compensation Table which has been amended and restated to reflect such amounts and which is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Amended and Restated Summary Compensation Table.

**SIGNATURES**

According to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: November 20, 2009

**RBC BEARINGS INCORPORATED**

By: /s/ Thomas J. Williams  
Name: Thomas J. Williams  
Title: Corporate General Counsel & Secretary

**SUMMARY COMPENSATION**  
**Amended and Restated as of November 16, 2009**

Name and Principal Position (a)	Year (b)	Change in Pension Value and Nonqualified Deferred Compensation Earnings							All Other Compensation (i)	Total (j)
		Salary (\$) (c)(1)	Bonus (\$) (d)(2)	Stock Awards (\$) (e)(3)	Option Awards (\$) (f)(3)	Non-Equity Incentive Plan Compensation (\$) (g)(4)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) (h)			
Michael J. Hartnett	2009	668,156	-	298,740	460,675	830,142	-	48,887 (5)	2,306,600	
	2008	635,506	-	102,130	152,475	1,312,684	-	103,489 (5)	2,306,284	
	2007	605,244	-	56,650	82,500	1,250,176	-	59,893 (5)	2,054,463	
Daniel A. Bergeron	2009	260,000	-	49,445	123,415	90,000	-	20,930 (6)	543,790	
	2008	245,500	-	25,852	61,775	135,000	-	18,324 (6)	486,451	
	2007	229,000	-	16,995	39,960	145,000	-	13,200 (6)	444,155	
Thomas C. Crainer	2009	255,000	-	49,445	123,189	114,750	-	19,423 (7)	561,807	
	2008	221,750	-	25,852	46,139	140,000	-	25,957 (7)	459,698	
	2007	210,000	-	16,995	26,640	174,900	-	20,144 (7)	448,679	
Richard J. Edwards	2009	245,000	-	43,063	85,271	50,000	-	16,432 (8)	439,766	
	2008	238,333	-	24,788	40,617	75,000	-	20,950 (8)	399,688	
	2007	227,417	-	16,995	26,640	91,875	-	12,850 (8)	375,777	
Thomas J. Williams	2009	206,625	-	3,819	103,818	45,000	-	2,402 (9)	361,664	
	2008	197,917	-	-	72,998	90,000	-	12,231 (9)	373,146	
	2007	167,833	-	-	51,563	69,667	-	633 (9)	289,696	

- (1) Column (c) includes amounts deferred by the officer pursuant to a 401(k) Plan.
- (2) Bonuses for fiscal 2008 and fiscal 2007 were paid under the Company's incentive compensation plan and are reflected in column (g).
- (3) The amounts in columns (e) and (f) reflect the dollar amount recognized for financial statement reporting purposes for the fiscal years ended March 28, 2009, March 29, 2008 and March 31, 2007, as applicable, in accordance with SFAS No. 123(R) of stock options and restricted stock units granted under the 2005 Long-Term Equity Incentive Plan and thus may include amounts from awards granted in and prior to such years. Assumptions used in the calculation of these amounts are included in Note 15 to the Company's audited consolidated financial statements for the fiscal year ended March 28, 2009 included in the Company's Annual Report on Form 10-K filed with the SEC on May 27, 2009.
- (4) The amounts in column (g) consist of annual cash bonuses earned in fiscal 2008 and fiscal 2007 and paid in the following fiscal year under the Company's incentive compensation plan. See also note (10) below.
- (5) Consists of a leased vehicle of \$2,278 in fiscal 2009, \$3,580 in fiscal 2008 and \$3,639 in fiscal 2007, employer match contributed to Mr. Hartnett's SERP account of \$43,756 in fiscal 2008 and \$56,254 in fiscal 2007, healthcare expense reimbursed of \$16,609 in fiscal 2009, Company-paid life insurance premiums of \$29,100 in fiscal 2008, and reimbursement of personal expenses per Mr. Hartnett's employment agreement of \$30,000 in fiscal 2009 and \$27,053 in fiscal 2008.
- (6) Consists of a vehicle allowance of \$6,000 in fiscal 2009, fiscal 2008 and fiscal 2007, employer match contributed to Mr. Bergeron's SERP account of \$12,024 in fiscal 2009, \$12,324 in fiscal 2008 and \$7,200 in fiscal 2007, and employer match contributions to Mr. Bergeron's 401(k) account of \$2,906 in fiscal 2009.
- (7) Consists of employer match contributed to Mr. Crainer's 401(k) account of \$598 in fiscal 2009, \$5,848 in fiscal 2008 and \$2,280 in fiscal 2007, employer match contributed to Mr. Crainer's SERP account of \$11,870 in fiscal 2009, \$13,122 in fiscal 2008 and \$10,750 in fiscal 2007, Company-paid life insurance premiums of \$783 in fiscal 2009, fiscal 2008 and fiscal 2007, a leased vehicle of \$1,204 in fiscal 2009 and fiscal 2008, and \$930 in fiscal 2007, healthcare expense reimbursements of \$4,968 in fiscal 2009 and \$5,000 in fiscal 2008, and relocation reimbursements of \$5,401 in fiscal 2007.
- (8) Consists of employer match contributed to Mr. Edwards's 401(k) account of \$3,209 in fiscal 2009, \$4,372 in fiscal 2008 and \$2,409 in fiscal 2007, employer match contributed to Mr. Edwards' SERP account of \$6,188 in fiscal 2009, \$5,128 in fiscal 2008 and \$3,750 in fiscal 2007, Company-paid life insurance premiums of \$1,805 in fiscal 2009, fiscal 2008 and fiscal 2007, and a leased vehicle of \$5,230 in fiscal 2009, \$9,645 in fiscal 2008 and \$4,886 in fiscal 2007.
- (9) Consists of employer match contributed to Mr. Williams' 401(k) account of \$2,402 in fiscal 2009, \$2,810 in fiscal 2008, and \$633 in fiscal 2007 and employer match contributed to Mr. Williams' SERP account of \$9,421 in fiscal 2008.