**RBC** Bearings INC Form 4/A August 15, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

RBC Bearings INC [ROLL]

(First) (Last)

3. Date of Earliest Transaction

Director 10% Owner

102 WILLENBROCK ROAD, ONE

(State)

08/14/2008

X\_ Officer (give title Other (specify below) below)

6. Individual or Joint/Group Filing(Check

TRIBOLOGY CENTER

(Month/Day/Year)

V.P. and General Manager

(Check all applicable)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

Applicable Line)

08/15/2008

\_X\_ 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

30.18

OXFORD, CT US 06478

(City)

Stock

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common 08/14/2008  $F^{(5)}$ 335 D

 $6,263 \stackrel{(1)}{\underline{(1)}} \stackrel{(3)}{\underline{(3)}}$ D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: RBC Bearings INC - Form 4/A

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities	8 I S
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Purchase Common Stock	\$ 31.91					02/12/2009(4)	02/12/2015	Common Stock	12,000	
Option to Purchase Common Stock	\$ 8					03/19/2004	03/19/2014	Common Stock	7,500	
Option to Purchase Common Stock	\$ 12					07/01/2002	07/01/2012	Common Stock	12,500	
Option to Purchase Common Stock	\$ 22.66					07/12/2007(2)	07/12/2013	Common Stock	20,000	

# **Reporting Owners**

Reporting Owner Name / Address		Relationships		
	Director	10% Owner	Officer	Other

Edwards Richard J 102 WILLENBROCK ROAD ONE TRIBOLOGY CENTER OXFORD, CT US 06478

V.P. and General Manager

## **Signatures**

Thomas J. Williams 08/15/2008

\*\*Signature of Date Reporting Person

Reporting Owners 2

## **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) 4,000 shares of the reported Common Stock are Restricted Shares. The restrictions lapse in accordance with the following schedule:

  1/4 lapse on 7/12/08, 1/4 lapse on 7/12/09, 1/4 lapse on 7/12/10 and 1/4 lapse on 7/12/11. 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 vest upon the happening of certain events.
- (2) Options to purchase shares of Common Stock are subject to the following vesting schedule: 1/5 vest on 7/12/07, 1/5 vest on 7/12/08, 1/5 vest on 7/12/09, 1/5 vest on 7/12/10 and 1/5 vest on 7/12/11.
- 2,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/5 lapse on 2/12/09, 1/5 lapse on 2/12/10, 1/5 lapse on 2/12/11, 1/5 lapse on 2/12/12 and 1/5 lapse on 2/12/13. 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.
- 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.
- (5) Represents shares withheld to pay taxes related to vesting of restricted stock

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.