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

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Edwards Richard J			2. Issuer Name and Ticker or Trading Symbol RBC Bearings INC [ROLL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)			3. Date of Earliest Transaction			
(Lust)	(1 1131)	(Wildle)	(Month/Day/Year)	Director 10% Owner		
102 WILLENBROCK ROAD, ONE			08/14/2008	X Officer (give title Other (specify below)		
TRIBOLOGY CENTER				V.P. and General Manager		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
OXFORD, CT US 06478			08/15/2008	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(Stata)	(7in)				

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		anv	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial

(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
							Following Reported	(Instr. 4)	(Instr. 4)
					(A) or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Ilisti. 3 and 4)		
Common Stock	08/14/2008		F(5)	335	D	\$ 30.18	6,263 (1) (3)	D	

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

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

of

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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.