

HARTNETT MICHAEL J

Form 4

September 11, 2018

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARTNETT MICHAEL J

(Last) (First) (Middle)

102 WILLENBROCK ROAD, ONE
TRIBOLOGY CENTER

(Street)

OXFORD, CT 06478

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2018

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 ____ Other (specify
below) below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/07/2018		M		15,978	A	\$ 51.08	389,790 ⁽¹⁾ <u>(2)</u> <u>(3)</u>	D
Common Stock	09/07/2018		S		15,978	D	\$ 153.9948	373,812 ⁽¹⁾ <u>(2)</u> <u>(3)</u>	D
Common Stock	09/10/2018		M		4,022	A	\$ 51.08	377,834 ⁽¹⁾ <u>(2)</u> <u>(3)</u>	D
Common Stock	09/10/2018		S		4,022	D	\$ 154.0366	373,812 ⁽¹⁾ <u>(2)</u> <u>(3)</u>	D
Common Stock	09/10/2018		M		1,478	A	\$ 64.15	375,290 ⁽¹⁾ <u>(2)</u> <u>(3)</u>	D

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Common Stock	09/10/2018	S	1,478	D	\$ 154.0366	373,812 ⁽¹⁾ (2) (3)	D
Common Stock	09/11/2018	M	10,045	A	\$ 64.15	383,857 ⁽¹⁾ (2) (3)	D
Common Stock	09/11/2018	S	10,045	D	\$ 152.7669	373,812 ⁽¹⁾ (2) (3)	D

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

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(9-02)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Purchase Common Stock	\$ 51.08	09/07/2018		M	15,978	06/14/2014 ⁽⁴⁾ 06/14/2020	Common Stock 15,978
Option to Purchase Common Stock	\$ 51.08	09/10/2018		M	4,022	06/14/2014 ⁽⁴⁾ 06/14/2020	Common Stock 4,022
Option to Purchase Common Stock	\$ 64.15	09/10/2018		M	1,478	07/01/2015 ⁽⁵⁾ 07/01/2021	Common Stock 1,478
Option to Purchase Common Stock	\$ 64.15	09/11/2018		M	10,045	07/01/2015 ⁽⁵⁾ 07/01/2021	Common Stock 10,045
Option to Purchase Common Stock	\$ 72.83					07/01/2016 ⁽⁶⁾ 07/01/2022	Common Stock 48,000

Option to Purchase Common Stock	\$ 72.94	07/08/2017 ⁽⁷⁾	07/08/2023	Common Stock	80,000
Option to Purchase Common stock	\$ 99.64	06/27/2018 ⁽⁸⁾	06/27/2024	Common Stock	80,000
Option to Purchase Common Stock	\$ 132.12	06/07/2019 ⁽⁹⁾	06/07/2025	Common Stock	76,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARTNETT MICHAEL J 102 WILLENBROCK ROAD ONE TRIBOLOGY CENTER OXFORD, CT 06478			President and CEO	

Signatures

/s/John J. Feeney /attorney
in fact 09/11/2018

__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).
- 16,783 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse on 7/8/2019. Unvested shares of Restricted
- (1) 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.
- 26,133 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule 1/2 vest on 6/27/2019 and 1/2 vest on 6/27/2020. Unvested shares of Restricted Stock (i) may be immediately forfeited to the Company at the
- (2) 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.
- 52,040 shares of the reported Common Stock are Restricted Shares. 1/3 vest on 6/7/2019, 1/3 vest on 6/7/2020 and 1/3 vest on 6/7/2021.
- (3) 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.
- (4) Options to purchase shares of Common Stock expire 7 years from grant date.
- (5) Options to purchase shares of Common Stock vest on 7/1/2019. Options expire 7 years from grant date.
- (6) Options to purchase shares of Common Stock are subject to the following vesting schedule - 1/2 vest on 7/1/2019 and 1/2 vest on 7/1/2020. Options expire 7 years from grant date.
- (7) Options to purchase shares of Common Stock are subject to the following vesting schedule - 1/3 vest on 7/8/2019, 1/3 vest on 7/8/2020 and 1/3 vest on 7/8/2021. Options expire 7 years from grant date.

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- (8) Options to purchase shares of Common Stock are subject to the following vesting schedule - 1/4 vest on 6/27/2019, 1/4 vest on 6/27/2020, 1/4 vest on 6/27/2021 and 1/4 vest on 6/27/2022. Options expire 7 years from grant date.
- (9) Options to purchase shares of Common Stock are subject to the following vesting schedule - 1/5 vest on 6/7/2019, 1/5 vest on 6/7/2020, 1/5 vest on 6/7/2021, 1/5 vest on 6/7/2022 and 1/5 vest on 6/7/2023. 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.

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