NN INC
Form 4
November 20, 2013

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GENTRY FRANK T

(Last) (First) (Middle)

2000 WATERS EDGE
DRIVE, BUILDING C, SUITE 12

(Street)

JOHNSON CITY, TN 37604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NN INC [NNBR]

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP - Managing Director

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	11/18/2013		M		10,900	A	$ 12.12	67,000	D	
Common Stock	11/18/2013		S		10,900	D	$ 17.72 (1)	56,100	D	
Common Stock	11/18/2013		M		3,100	A	$ 9.36	59,200	D	
Common Stock	11/18/2013		S		3,100	D	$ 17.68 (2)	56,100	D	
	11/19/2013		M		8,900	A	$ 9.36	65,000	D	

Common Stock								
Common Stock	11/19/2013	S	8,900	D	$ 17.99 (3)	56,100	D	
Common Stock	11/19/2013	M	5,000	A	$ 8.86	61,100	D	
Common Stock	11/19/2013	S	5,000	D	$ 18.06 (4)	56,100	D	
Common Stock						8,561	I	By Spouse, Karen Gentry Trust

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)

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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	$ 12.12	11/18/2013		M			10,900	(5)	05/27/2017	Common Stock	10,900	
Stock Options (Right to buy)	$ 9.36	11/18/2013		M			3,100	(6)	03/06/2018	Common Stock	3,100	
Stock Options (Right to	$ 9.36	11/19/2013		M			8,900	(6)	03/06/2018	Common Stock	8,900	

buy)									
Stock Options (Right to buy)	$ 8.86	11/19/2013		M	5,000	(7)	03/21/2022	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENTRY FRANK T 2000 WATERS EDGE DRIVE BUILDING C, SUITE 12 JOHNSON CITY, TN 37604			SVP - Managing Director	

Signatures

/s/ William C. Kelly, Jr., by Power of Attorney	11/20/2013
**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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $17.65 to $17.77, inclusive. The reporting person undertakes to provide to NN, Inc., any security holder of NN, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes (1) through (4).

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $17.65 to $17.70, inclusive.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $17.95 to $18.01, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $18.00 to $18.10, inclusive.

(5) The option became exercisable in three annual installments beginning on May 27, 2008, which was the first anniversary of the date on which the option was granted.

(6) The option became exercisable in three annual installments beginning on March 6, 2009, which was the first anniversary of the date on which the option was granted.

(7) The option became exercisable in three annual installments beginning on March 21, 2013, which was the first anniversary of the date on which the option was granted.

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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