

NN INC  
Form 4  
December 23, 2013

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WIDDERS JAMES R.**

(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)

**12/23/2013**

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 below) \_\_\_\_ Other (specify  
below) below)

**VP - General Manager**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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                    | 12/23/2013                           |                                                    | M                              |                                                                   | 6,000  | A          | \$ 14.13 | 20,100                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/23/2013                           |                                                    | M                              |                                                                   | 10,000 | A          | \$ 12.99 | 30,100                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/23/2013                           |                                                    | M                              |                                                                   | 4,000  | A          | \$ 8.86  | 34,100                                                                                        | D                                                        |                                                       |
| Common Stock                    | 12/23/2013                           |                                                    | S                              |                                                                   | 20,000 | D          | \$ 20.5  | 14,100                                                                                        | D                                                        |                                                       |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) |                 | 8. Date of Acquisition or Disposition (Instr. 3, 4, and 5) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                      | Amount or Number of Shares |
| Stock Options (Right to buy)               | \$ 14.13                                               | 12/23/2013                           |                                                    | M                              |                                                                                         | 6,000                                                    |     | <u>(1)</u>                                                    | 05/26/2021      | Common Stock                                               | 6,000                      |
| Stock Options (Right to buy)               | \$ 12.99                                               | 12/23/2013                           |                                                    | M                              |                                                                                         | 10,000                                                   |     | <u>(2)</u>                                                    | 06/02/2021      | Common Stock                                               | 10,000                     |
| Stock Options (Right to buy)               | \$ 8.86                                                | 12/23/2013                           |                                                    | M                              |                                                                                         | 4,000                                                    |     | <u>(3)</u>                                                    | 03/21/2022      | Common Stock                                               | 4,000                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

WIDDERS JAMES R.  
2000 WATERS EDGE DRIVE, BUILDING C,  
SUITE 12  
JOHNSON CITY, TN 37604

VP - General Manager

## Signatures

/s/ William C. Kelly, Jr., by Power of Attorney

12/23/2013

\*\*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 option became exercisable in three annual installments beginning on May 26, 2012, which was the first anniversary of the date on which the option was granted.
- (2) The option became exercisable in three annual installments beginning on June 2, 2012, which was the first anniversary of the date on which the option was granted.
- (3) 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. 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.