

RBC Bearings INC
 Form 4
 September 11, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KILLIAN WILLIAM P

(Last) (First) (Middle)

UNIT 1801/1802 CONDOMINIUM
 ON THE BAY, 888 BOULEVARD
 OF THE ARTS

(Street)

SARASOTA, FL US 34236

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
09/09/2009

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)
 Retired 9/9/09

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 2,500 ⁽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)

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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. 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------|----------|--|--|------|---|-----|-----|---------------------------|-----------------|--------------|----------------------------|
| Option to purchase Common Stock | \$ 31.91 | | | | | | | 02/12/2009 ⁽¹⁾ | 02/12/2015 | Common Stock | 2,500 |
| Option to purchase Common Stock | \$ 15.33 | | | | | | | 11/08/2005 ⁽⁴⁾ | 11/08/2015 | Common Stock | 2,500 |
| Option to purchase Common Stock | \$ 21.03 | | | | | | | 07/13/2007 ⁽⁴⁾ | 07/13/2013 | Common Stock | 2,500 |
| Option to purchase Common Stock | \$ 20.37 | | | | | | | 11/11/2008 ⁽²⁾ | 11/11/2015 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| KILLIAN WILLIAM P UNIT 1801/1802 CONDOMINIUM ON THE BAY 888 BOULEVARD OF THE ARTS SARASOTA, FL US 34236 | X | | | Retired 9/9/09 |

Signatures

Thomas J. Williams /attorney
in fact/ 09/11/2009

**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) Options to purchase shares of common stock are subject to the following vesting schedule: 1/4 vest on 2/12/10, 1/4 vest on 2/12/11, 1/4 vest on 2/12/12 and 1/4 vest on 2/12/13. These options have been modified to allow for a date of exercise of vested options on or before 2/15/2013. This modification does not impact the vesting schedule which remains as set forth above.

(2) Options to purchase shares of common stock are subject to the following vesting schedule: 1/3 vested on 11/11/09, 1/3 vest on 11/11/10 and 1/3 vest on 11/11/11. These options have been modified to allow for a date of exercise of vested options on or before 9/9/2012. This modification does not impact the vesting schedule which remains as set forth above.

(3) Upon retirement as an independent director of the Company on 9/9/2009 all unvested restricted stock fully vested as of 9/9/2009.

(4) These options have been modified to allow for a date of exercise of vested options on or before 9/9/2012.

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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