

Edwards Richard J
Form 4
August 13, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Edwards Richard J

(Last) (First) (Middle)

102 WILLENBROCK ROAD, ONE
TRIBOLOGY CENTER

(Street)

OXFORD, CT US 06478

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2009

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 ____ Other (specify
below) below)

V.P. and General Manager

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	9,104 ⁽¹⁾ ⁽³⁾ ₍₆₎	D	
Common Stock	08/12/2009		F ⁽⁷⁾	335 ⁽⁷⁾ ₍₇₎	\$ 8,769 ⁽¹⁾ ⁽³⁾ ₍₆₎ 22.01	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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.	
				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
Option to Purchase Common Stock	\$ 20.37							11/11/2008 ⁽⁵⁾	11/11/2015	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 /attorney
in fact/

08/13/2009

__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).
- 2,000 shares of the reported Common Stock are Restricted Shares. The restrictions lapse in accordance with the following schedule: 1/2 lapse on 7/12/10 and 1/2 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.
- (1)
- (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.
- 1,600 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/4 lapse on 2/12/10, 1/4 lapse on 2/12/11, 1/4 lapse on 2/12/12 and 1/4 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.
- (3)
- (4) 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)
- (5) 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.
- 3,000 shares of the reported Common Stock are Restricted Shares. The Restrictions lapse in accordance with the following schedule: 1/3 lapse on 11/11/09, 1/3 lapse on 11/11/10 and 1/3 lapse on 11/11/11. 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 lapse upon the happening of certain events.
- (6)
- (7) Represents shares withheld by the Company to pay tax liability related to the 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.

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