

RBC Bearings INC
Form 3/A
September 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
HARTNETT MICHAEL J		(Month/Day/Year)	RBC Bearings INC [ROLL]	
(Last)	(First)	(Middle)	08/09/2005	
RBC BEARINGS INCORPORATED, ONE TRIBOLOGY CENTER			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	08/09/2005
			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			CEO	<input type="checkbox"/> Form filed by More than One Reporting Person
OXFORD, CT 06478				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Options for Class A Common Stock	02/18/1998	02/18/2008	Common Stock	23,125	\$ 2.06	D	Â
Warrants to Purchase Class B Common Stock	06/23/1997	06/23/2007	Common Stock	312,500	\$ 2.06	D	Â
Warrants to Purchase Class A Common Stock	06/23/1997	06/23/2007	Common Stock	1,060,365	\$ 0.4	D	Â
Warrants to Purchase Class A Common Stock	06/23/1997	06/23/2007	Common Stock	416,668	\$ 0.4	I	By Self as General Partner for Hartnett Family Investments, L.P.
Class B Exchangeable Convertible Participating Preferred Stock	Â (1)	Â (1)	Common Stock	(1)	\$ (1)	D	Â
Class B Common Stock	Â (2)	Â (2)	Common Stock	250	\$ (2)	D	Â
Options for Common Stock	08/10/2005 ⁽³⁾	08/10/2015	Common Stock	683,502	\$ 14.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARTNETT MICHAEL J RBC BEARINGS INCORPORATED ONE TRIBOLOGY CENTER OXFORD, CT 06478	Â X	Â X	Â CEO	Â

Signatures

Daniel A.
Bergeron 09/26/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 88,428 shares of common stock will be issued upon the conversion of the Class B Exchangeable Convertible Participating Preferred Stock simultaneous with the closing of the Issuer's initial public offering.

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- (2) 250 shares of common stock will be issued upon the reclassification of the Issuer's Class B Common Stock immediately prior to the consummation of the Issuer's initial public offering.

Options to purchase shares of common stock are subject to the following vesting schedule: 33% vest on 8/10/05, 33% vest on 8/10/06 and

- (3) 33% vest on 8/10/07; provided that those options that vested on 8/10/05 and may be exercised currently are subject to a lock-up that expires 180 days after the Issuer's initial public offering.

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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