

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â HARTNETT MICHAEL J</p> <p>(Last) (First) (Middle)</p> <p>RBC BEARINGS INCORPORATED,Â ONE TRIBOLOGY CENTER</p> <p>(Street)</p> <p>OXFORD,Â CTÂ 06478</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/09/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>RBC Bearings INC [ROLL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>08/09/2005</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

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

SEC 1473 (7-02)

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

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