NN INC Form 4 November 14, 2013

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires:

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * **GENTRY FRANK T**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First)

(Middle)

3. Date of Earliest Transaction

2000 WATERS EDGE

(Street)

DRIVE, BUILDING C, SUITE 12

(Month/Day/Year)

11/12/2013

NN INC [NNBR]

Director 10% Owner Other (specify _X__ Officer (give title below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

SVP - Managing Director 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

JOHNSON CITY, TN 37604

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/12/2013		M	8,600	A	\$ 11.61	64,700	D	
Common Stock	11/12/2013		S	8,600	D	\$ 17.55 (1)	56,100	D	
Common Stock	11/13/2013		M	6,400	A	\$ 11.61	62,500	D	
Common Stock	11/13/2013		S	6,400	D	\$ 17.53 (2)	56,100	D	
	11/13/2013		M	7,600	A	\$ 11.5	63,700	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									
Common Stock						8,561	I	By Spouse, Karen Gentry	
Common Stock Common Stock	11/13/2013	S	7,600	D	\$ 17.56	56,100	D		

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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 on 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)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
\$ 11.61	11/12/2013		M	8,600	<u>(4)</u>	08/19/2015	Common Stock	8,600
\$ 11.61	11/13/2013		M	6,400	<u>(4)</u>	08/19/2015	Common Stock	6,400
\$ 11.5	11/13/2013		M	7,600 (5)	<u>(5)</u>	08/14/2016	Common Stock	7,600
	Conversion or Exercise Price of Derivative Security \$ 11.61	Conversion or Exercise Price of Derivative Security \$ 11.61	Conversion or Exercise Price of Derivative Security \$ 11.61	Conversion or Exercise Price of Derivative Security Security Execution Date, if any (Code (Instr. 8)) Code V \$ 11.61	Conversion or Exercise Price of Derivative Security Month/Day/Year Execution Date, if any (Month/Day/Year) Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise Code Code Securities Code Securities Code Securities Code Securities Code Securities Code Securities Code Co	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Exercisable Expiration Date (Month/Day/Year) Date Expiration Date (Instr. 3, 4, and 5) Date Expiration Date Exercisable Date Expiration Date (Month/Day/Year) Exercisable Date Date Expiration Date (Instr. 3, 4, and 5) Date Expiration Date (Instr. 3, 4, and 5) Date Exercisable Date Dat	Conversion or Exercise Price of Derivative Security

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GENTRY FRANK T 2000 WATERS EDGE DRIVE BUILDING C, SUITE 12 JOHNSON CITY, TN 37604

SVP - Managing Director

Signatures

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

11/14/2013

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.40 to \$17.77, inclusive. The reporting person undertakes to provide to NN, Inc., any security holder of NN, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.50 to \$17.58, inclusive. The reporting person undertakes to provide to NN, Inc., any security holder of NN, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.51 to \$17.61, inclusive. The reporting person undertakes to provide to NN, Inc., any security holder of NN, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The option became exercisable in three annual installments beginning on August 19, 2006, which was the first anniversary of the date on which the option was granted.
- (5) The option became exercisable in three annual installments beginning on August 14, 2007, 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.

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