NN INC Form 4 May 19, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **DRIES WILLIAM**

(First) (Last)

(Middle)

2000 WATERS EDGE DRIVE, **BUILDING C, SUITE 12**

(Street)

2. Issuer Name and Ticker or Trading Symbol

NN INC [NNBR]

3. Date of Earliest Transaction

(Month/Day/Year) 05/15/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

JOHNSON CITY, TN 37604

Security

(Instr. 3)

Common

Stock

(City) (State) (Zip) 1.Title of

05/15/2014

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(A) or (D) Price

Code V Amount 4,000 Α (1)

5. Amount of Securities Beneficially

Owned Following Reported Transaction(s) (Instr. 3 and 4)

4,000

22.49

(Instr. 4)

D

(D) or

Indirect (I) Ownership (Instr. 4)

Beneficial

6. Ownership 7. Nature of

Form: Direct Indirect

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. Transactic Code (Instr. 8)	5. Number proof 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
Stock Options (Right to buy)	\$ 22.49	05/15/2014		A	2,000	(2)	05/15/2024	Common Stock	2,000

Reporting Owners

Attorney

Reporting Owner Name / Address	Relationships				
creptume of the comment of the comment	Director	10% Owner	Officer	Other	
DRIES WILLIAM 2000 WATERS EDGE DRIVE, BUILDING C SUITE 12 JOHNSON CITY, TN 37604	X				
Signatures					
/s/ William C. Kelly, Jr. by Power of	05/10	V2014			

Explanation of Responses:

**Signature of Reporting Person

- * 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) Shares are restricted stock which vest over a period of three years beginning on May 15, 2015.
- (2) The stock options will vest on May 15, 2015.

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.

05/19/2014

Date

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