

GENTRY FRANK T  
Form 4  
May 11, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

2000 WATERS EDGE  
DRIVE, BUILDING C, SUITE 12

(Street)

JOHNSON CITY, TN 37604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NN INC [NNBR]

3. Date of Earliest Transaction (Month/Day/Year)  
05/09/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Oper., Ball & Roller Div.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					17,000	D	
Common Stock	05/09/2011		S		1,000	D	\$ 18.2304
					30,561	I	
							By Spouse Karen Gentry Trust
Common Stock	05/09/2011		S		1,000	D	\$ 18.1338
					29,561	I	
							By Spouse Karen Gentry Trust

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Common Stock	05/09/2011	S	1,000	D	\$ 18.1453	28,561	I	By Spouse Karen Gentry Trust
Common Stock	05/09/2011	S	1,000	D	\$ 18.1559	27,561	I	By Spouse Karen Gentry Trust
Common Stock	05/09/2011	S	1,000	D	\$ 18.1566	26,561	I	By Spouse Karen Gentry Trust
Common Stock	05/09/2011	S	1,000	D	\$ 18.05	25,561	I	By Spouse Karen Gentry Trust
Common Stock	05/09/2011	S	1,000	D	\$ 18.061	24,561	I	By Spouse Karen Gentry Trust
Common Stock	05/09/2011	S	1,000	D	\$ 18.0807	23,561	I	By Spouse Karen Gentry Trust
Common Stock	05/09/2011	S	1,000	D	\$ 18.2302	22,561	I	By Spouse Karen Gentry Trust
Common Stock	05/10/2011	S	500	D	\$ 17.871	22,061	I	By Spouse Karen Gentry Trust
Common Stock	05/10/2011	S	1,000	D	\$ 17.9	21,061	I	By Spouse Karen Gentry Trust
	05/10/2011	S	2,000	D	\$ 17.95	19,061	I	

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Common Stock								By Spouse Karen Gentry Trust
Common Stock	05/10/2011	S	1,000	D	\$ 17.9222	18,061	I	By Spouse Karen Gentry Trust
Common Stock	05/10/2011	S	1,000	D	\$ 17.92	17,061	I	By Spouse Karen Gentry Trust
Common Stock	05/10/2011	S	1,500	D	\$ 17.9	15,561	I	By Spouse Karen Gentry Trust
Common Stock	05/10/2011	S	1,000	D	\$ 17.8445	14,561	I	By Spouse Karen Gentry Trust
Common Stock	05/10/2011	S	1,000	D	\$ 17.8952	13,561	I	By Spouse Karen Gentry Trust
Common Stock	05/10/2011	S	1,000	D	\$ 17.8959	12,561	I	By Spouse Karen Gentry Trust
Common Stock	05/10/2011	S	1,000	D	\$ 18.0172	11,561	I	By Spouse Karen Gentry Trust
Common Stock	05/10/2011	S	1,000	D	\$ 18.0393	10,561	I	By Spouse Karen Gentry Trust
	05/10/2011	S	1,000	D		9,561	I	

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Common Stock					\$					By Spouse Karen Gentry Trust
Common Stock	05/10/2011		S	1,000	D	\$	18.0897	8,561	I	By Spouse Karen Gentry Trust

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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## 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			VP Oper., Ball & Roller Div.	

## Signatures

/s/William C. Kelly, Jr./by Power of Attorney	05/11/2011
**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).

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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