

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b>DYCKMAN DAVID L</b>			2. Issuer Name and Ticker or Trading Symbol <b>NN INC [ NNBR ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/22/2004</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
303 SCENIC OAK DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>JOHNSON CITY TN 37601</b>								
(City) (State) (Zip)								

**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	(A) or (D)	Price			
Common Stock	12/22/2004		M		20,000	A	\$6.38	20,000	D	
Common Stock	12/22/2004		S		15,000	D	\$13.3	5,000	D	
Common Stock	12/22/2004		S		5,000	D	\$13.05	0	D	
Common Stock	12/22/2004		M		18,000	A	\$5.94	18,000	D	
Common Stock	12/22/2004		S		5,000	D	\$12.95	13,000	D	
Common Stock	12/22/2004		S		5,000	D	\$12.93	8,000	D	
Common Stock	12/22/2004		S		4,000	D	\$13.12	4,000	D	
Common Stock	12/22/2004		S		4,000	D	\$13.1615	0	D	
Common Stock	12/22/2004		M		32,950	A	\$7.625	32,950	D	
Common Stock	12/22/2004		S		5,000	D	\$13.07	27,950	D	
Common Stock	12/22/2004		S		5,000	D	\$13.11	22,950	D	
Common Stock	12/22/2004		S		5,000	D	\$13.146	17,950	D	
Common Stock	12/22/2004		S		5,000	D	\$13.09	12,950	D	
Common Stock	12/22/2004		S		2,950	D	\$13.041	10,000	D	
Common Stock	12/22/2004		S		5,000	D	\$13.1454	5,000	D	
Common Stock	12/22/2004		S		5,000	D	\$13.1286	0	D	
Common Stock	12/22/2004		M		1,900	A	\$8.09	1,900	D	
Common Stock	12/22/2004		S		1,900	D	\$13.2848	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option Right to Buy	\$6.38	12/22/2004		M			20,000	(3)	10/23/2008	Common Stock	20,000	\$0	20,000	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option Right to Buy	\$5.94	12/22/2004		M			18,000	(1)	07/04/2009	Common Stock	18,000	\$0	18,000	D	
Employee Stock Option Right to Buy	\$7.625	12/22/2004		M			32,950	(2)	10/10/2010	Common Stock	32,950	\$0	32,950	D	
Employee Stock Option Right to Buy	\$8.09	12/22/2004		M			1,900	(2)	09/17/2011	Common Stock	1,900	\$0	38,150	D	

**Explanation of Responses:**

1. Options vested in three equal annual installments.
2. Options vested in three equal annual installments.
3. Options vested in five equal annual installments.

/s/David L. Dyckman

12/27/2004

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.

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 Number.