

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>GENTRY FRANK T</u>  (Last) (First) (Middle) <u>2000 WATERS EDGE DRIVE, BUILDING C</u> <u>SUITE 12</u>  (Street) <u>JOHNSON</u> <u>TN</u> <u>37604</u> <u>CITY</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NN INC [ NNBR ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>05/31/2005</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  <u>VP Operations</u>  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
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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	05/31/2005		M		3,720	A	\$7.625	35,281	D	
Common Stock	05/31/2005		S		3,720	D	\$12.65	31,561	D	
Common Stock	05/31/2005		M		5,000	A	\$7.625	36,561	D	
Common Stock	05/31/2005		S		5,000	D	\$12.75	31,561	D	
Common Stock	05/31/2005		M		5,000	A	\$7.625	36,561	D	
Common Stock	05/31/2005		S		5,000	D	\$12.7714	31,561	D	
Common Stock	06/01/2005		M		5,000	A	\$7.625	36,561	D	
Common Stock	06/01/2005		S		5,000	D	\$12.75	31,561	D	
Common Stock	06/01/2005		A		5,000	A	\$7.625	36,561	D	
Common Stock	06/01/2005		S		5,000	D	\$12.782	31,561	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 Options	\$7.625	05/31/2005		M			3,720	10/10/2001	10/10/2010	Common Stock	3,720	\$0	34,753	D	
Employee Stock Options	\$7.625	05/31/2005		M			5,000	10/10/2001	10/10/2010	Common Stock	5,000	\$0	29,753	D	
Employee Stock Options	\$7.625	05/31/2005		M			5,000	10/10/2001	10/10/2010	Common Stock	5,000	\$0	24,753	D	
Employee Stock Options	\$7.625	06/01/2005		M			5,000	10/10/2001	10/10/2010	Common Stock	5,000	\$0	19,753	D	
Employee Stock Options	\$7.625	06/01/2005		M			5,000	10/10/2001	10/10/2010	Common Stock	5,000	\$0	14,753	D	

Explanation of Responses:

/s/William C. Kelly, Jr./by  
Power of Attorney  
06/02/2005

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.**