

Rexnord Corp
Form 4
February 16, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ADAMS TODD A.

(Last) (First) (Middle)
4701 WEST GREENFIELD AVENUE
(Street)

MILWAUKEE, WI 53214

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Rexnord Corp [RXN]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2017

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)
President & CEO

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 or Price | | |
| Common Stock | 02/15/2017 | | M ⁽¹⁾ | | 55,000 ⁽¹⁾ | A | \$ 4.79 124,200 D |
| Common Stock | 02/15/2017 | | S ⁽¹⁾ | | 32,925 ⁽¹⁾ | D | \$ 22.3472 ⁽²⁾ 91,275 D |
| Common Stock | | | | | | I | 3,833.51 By 401(k) Plan ⁽³⁾ |
| Common Stock | | | | | | I | 1,200 By SEP IRA |

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

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SEC 1474
(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (right to buy) | \$ 4.79 | 02/15/2017 | | M ⁽¹⁾ | 55,000 ⁽¹⁾ | ⁽⁴⁾ | 04/19/2017 | Common Stock | 55,000 |
| Stock Option (right to buy) | \$ 9.609 | | | | | ⁽⁴⁾ | 06/24/2018 | Common Stock | 89,900 |
| Stock Option (right to buy) | \$ 4.804 | | | | | ⁽⁴⁾ | 07/30/2019 | Common Stock | 224,700 |
| Stock Option (right to buy) | \$ 4.804 | | | | | ⁽⁴⁾ | 09/11/2019 | Common Stock | 499,500 |
| Stock Option (right to buy) | \$ 8.888 | | | | | ⁽⁴⁾ | 10/29/2020 | Common Stock | 166,500 |
| Stock Option (right to buy) | \$ 18 | | | | | 03/29/2012 ⁽⁵⁾ | 03/29/2022 | Common Stock | 937,000 |
| Stock Option (right to buy) | \$ 19.7 | | | | | 05/20/2017 ⁽⁶⁾ | 05/20/2026 | Common Stock | 1,092,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ADAMS TODD A. 4701 WEST GREENFIELD AVENUE MILWAUKEE, WI 53214 | X | | President & CEO | |

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Todd A. Adams 02/16/2017

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).
- (1) The transactions were executed pursuant to a Rule 10b5-1 plan.
This transaction was executed in multiple trades at prices ranging from \$22.22 to \$22.411. The price reported above reflects the weighted
- (2) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
- (3) Based on information from the trustee of the 401(k) Plan.
- (4) Option fully vested.
- (5) One half of the original option vested three years from the date listed above and the other half vests five years from the date listed above.
- (6) The original option vests in three annual installments beginning on the date listed above.

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.