

Wehr Craig
Form 4
November 08, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Wehr Craig

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
511 W. FRESHWATER WAY

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2018

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

Group Ex., President-Zurn

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MILWAUKEE, WI 53204

(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	Price		
Common Stock	11/06/2018		M	A	7,500	\$ 4.804	15,054	D
Common Stock	11/06/2018		S	D	7,500	28.9928	7,554	D

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

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(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.804	11/06/2018		M	7,500	<u>(2)</u>	07/30/2019	Common Stock	7,500
Stock Option (right to buy)	\$ 8.888					<u>(2)</u>	07/29/2020	Common Stock	20,813
Stock Option (right to buy)	\$ 22.03					<u>(2)</u>	05/11/2022	Common Stock	35,000
Stock Option (right to buy)	\$ 19					<u>(2)</u>	05/23/2023	Common Stock	45,000
Stock Option (right to buy)	\$ 29.31					<u>(2)</u>	09/03/2024	Common Stock	27,100
Stock Option (right to buy)	\$ 25.77					<u>(2)</u>	05/22/2025	Common Stock	30,702
Stock Option (right to buy)	\$ 19.7					05/20/2017 ⁽³⁾	05/20/2026	Common Stock	46,412
Stock Option (right to buy)	\$ 23.13					05/19/2018 ⁽³⁾	05/19/2027	Common Stock	20,062

Stock Option (right to buy)	\$ 28.91	05/25/2019 ⁽³⁾	05/25/2028	Common Stock	7,664
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wehr Craig 511 W. FRESHWATER WAY MILWAUKEE, WI 53204			Group Ex., President-Zurn	

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Craig G. Wehr	11/07/2018
**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).
- This transaction was executed in multiple trades at prices ranging from \$28.96 to \$29.045. The price reported above reflects the weighted
- (1) 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.
 - (2) Option fully vested.
 - (3) 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.
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