Longren David C. Form 4 February 04, 2019

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Longren David C.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Symbol

Rexnord Corp [RXN]

(Check all applicable)

(Last) (First) (Middle)

(State)

511 W. FRESHWATER WAY

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

X\_ Director 10% Owner Other (specify Officer (give title below)

02/01/2019

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILWAUKEE, WI 53204

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv (Month/Day/Year)

(Zip)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

P

D

Stock

Common

02/01/2019

3,500

20,528

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)

#### Edgar Filing: Longren David C. - Form 4

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. 5. TransactionNumber Code of (Instr. 8) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		er Expiration Day/tive ties ed ed 3,	S		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Depositary Shares (1)	(2) (3)					12/07/2016	(2)(3)	Common Stock	5,955 (4)	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Longren David C. 511 W. FRESHWATER WAY X MILWAUKEE, WI 53204

#### **Signatures**

/s/ Jeffrey J. LaValle under Power of Attorney for David C. Longren

02/04/2019

\*\*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).
- Each depositary share represents a 1/20th interest in a share of Rexnord Corporation's 5.75% Series A Mandatory Convertible Preferred **(1)** Stock, \$0.01 par value per shares ("Mandatory Convertible Preferred Stock").
- Prior to the expected November 15, 2019 mandatory conversion date, shares of Mandatory Convertible Preferred Stock may be converted (2) at the holder's option at the minimum equivalent conversion rate of 1.9851 shares of common stock per depositary share, subject to anti-dilution and other adjustments.
- Unless converted prior to the mandatory conversion date, each share of Mandatory Convertible Preferred Stock will automatically convert on or about November 15, 2019, at the equivalent conversion rate per depositary share of not more than 2.3821 shares of common stock and not less than shares of 1.9851 common stock, depending on the applicable value of Rexnord Corporation's common stock and subject to certain anti-dilution adjustments.
- (4) Represents the minimum number of shares of common stock into which the depositary shares are convertible.

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.

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