

Rexnord Corp
Form 4
May 24, 2016

FORM 4

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERSON MARK W

(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)

05/20/2016

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)

SVP & Chief Financial Officer

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	(A) or (D)	Price
Common Stock					3,312	I	By 401(k) Plan ⁽¹⁾
Common Stock					5,540	D	

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

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information contained in this form are not
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SEC 1474
(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title An Nu Sh
Stock Option (right to buy)	\$ 4.804					(2) 07/30/2019	Common Stock 5
Stock Option (right to buy)	\$ 8.888					(2) 07/29/2020	Common Stock 7
Stock Option (right to buy)	\$ 18.737					12/29/2012(3) 12/29/2021	Common Stock 8
Stock Option (right to buy)	\$ 22.03					05/11/2012(4) 05/11/2022	Common Stock 22
Stock Option (right to buy)	\$ 25.77					05/22/2016(5) 05/22/2025	Common Stock 7
Stock Option (right to buy)	\$ 19.7	05/20/2016		A	98,284	05/20/2017(5) 05/20/2026	Common Stock 9
Performance Stock Units	(6)					(6) (6)	Common Stock 8

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PETERSON MARK W 4701 WEST GREENFIELD AVENUE MILWAUKEE, WI 53214	SVP & Chief Financial Officer

Signatures

/s/ Jeffrey J. Lavallo under Power of Attorney for Mark W. Peterson

05/24/2016

__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) Based on information from the trustee of the 401(k) Plan.

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- (2) Option fully vested.
- (3) One half of the original option vests in five annual installments beginning on the date listed above. The other half vested in five annual installments on March 31 of each fiscal year based on continued employment.
- (4) 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.
- (5) The original option vests in three annual installments beginning on the date listed above.

Each performance stock unit ("PSU") represents a contingent right to receive one share of Rexnord Corporation's common stock if certain conditions are satisfied during the three-year performance period (fiscal 2016-fiscal 2018). Vesting of PSUs is dependent on the relative

- (6) total shareholder return of Rexnord Corporation's common stock as compared to companies in the S&P 1500 Industrials Sector Index and on goals related to absolute free cash flow conversion. The target number of PSUs that may be earned is reported above; the maximum amount is 200% of the number reported.

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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