

Rexnord Corp
Form 4
February 16, 2017

FORM 4

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

OMB APPROVAL

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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								3,833.51	I	By 401(k) Plan ⁽³⁾
Common Stock								1,200	I	By SEP IRA

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

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(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 <u>(1)</u>	<u>(4)</u>	04/19/2017	Common Stock	55,000
Stock Option (right to buy)	\$ 9.609					<u>(4)</u>	06/24/2018	Common Stock	89,900
Stock Option (right to buy)	\$ 4.804					<u>(4)</u>	07/30/2019	Common Stock	224,700
Stock Option (right to buy)	\$ 4.804					<u>(4)</u>	09/11/2019	Common Stock	499,500
Stock Option (right to buy)	\$ 8.888					<u>(4)</u>	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 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) Based on information from the trustee of the 401(k) Plan.
- (3) Option fully vested.
- (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.

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.