

Whaley Patricia M
Form 4
May 24, 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 *
Whaley Patricia M

(Last) (First) (Middle)
4701 W. GREENFIELD AVE
(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)
05/22/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice Pres.-General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	05/22/2018		M ⁽¹⁾	2,620	A	11	55,047	D	
Common Stock	05/22/2018		F ⁽²⁾	820	D	\$	28.94	54,227	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 Security (Instr. 3 and 4)
Performance Stock Units	<u>(1)</u>	05/22/2018		<u>A</u> ⁽¹⁾	258	<u>(1)</u> <u>(1)</u>	Common Stock
Performance Stock Units	<u>(1)</u>	05/22/2018		<u>M</u> ⁽¹⁾	2,620	<u>(1)</u> <u>(1)</u>	Common Stock
Stock Option (right to buy)	\$ 8.888					<u>(3)</u> 07/29/2020	Common Stock
Stock Option (right to buy)	\$ 22.03					<u>(3)</u> 05/11/2022	Common Stock
Stock Option (right to buy)	\$ 19					<u>(3)</u> 05/23/2023	Common Stock
Stock Option (right to buy)	\$ 29.31					09/03/2015 ⁽⁴⁾ 09/03/2024	Common Stock
Stock Option (right to buy)	\$ 25.77					<u>(3)</u> 05/22/2025	Common Stock
Stock Option (right to buy)	\$ 19.7					05/20/2017 ⁽⁵⁾ 05/20/2026	Common Stock
Stock Option (right to buy)	\$ 23.13					05/19/2018 ⁽⁵⁾ 05/19/2027	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whaley Patricia M 4701 W. GREENFIELD AVE MILWAUKEE, WI 53214			Vice Pres.-General Counsel	

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Patricia M. Whaley 05/24/2018

**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).

Based on Rexnord Corporation's performance during the three-year performance period (fiscal 2016-fiscal 2018), the performance stock units ("PSUs") vested at the level indicated above (the Reporting Person had the opportunity to earn up to 200% of the number originally reported, as previously disclosed).

- (1) Shares were withheld to satisfy tax withholding obligations in connection with the vesting of PSUs.
- (2) Option fully vested.
- (3) The original option vests in four annual installments beginning on the date listed above.
- (4) 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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