

Rexnord Corp  
 Form 4  
 September 08, 2016

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Wehr Craig

(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)  
 09/06/2016

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)  
 Group Ex., President-Zurn

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	09/06/2016		S <sup>(1)</sup>	256 D 21.762	1,621	D	
Common Stock					3,301.98	I	By 401(k) Plan <sup>(3)</sup>

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 4.804					<u>(4)</u>	07/30/2019	Common Stock	29,964
Stock Option (right to buy)	\$ 8.888					<u>(4)</u>	07/29/2020	Common Stock	20,813
Stock Option (right to buy)	\$ 22.03					05/11/2012 <sup>(5)</sup>	05/11/2022	Common Stock	35,000
Stock Option (right to buy)	\$ 19					05/23/2013 <sup>(5)</sup>	05/23/2023	Common Stock	45,000
Stock Option (right to buy)	\$ 29.31					09/03/2015 <sup>(6)</sup>	09/03/2024	Common Stock	27,100
Stock Option (right to buy)	\$ 25.77					05/22/2016 <sup>(7)</sup>	05/22/2025	Common Stock	30,702
Stock Option (right to buy)	\$ 19.7					05/20/2017 <sup>(7)</sup>	05/20/2026	Common Stock	46,412
Performance Stock Units	<u>(8)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	3,412

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wehr Craig 4701 W. GREENFIELD AVE. MILWAUKEE, WI 53214			Group Ex., President-Zurn	

## Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Craig G. Wehr 09/08/2016

\_\_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) Shares were sold to satisfy tax withholding obligations and related fees in connection with the vesting of restricted stock units.

(2) This transaction was executed in multiple trades at prices ranging from \$21.75 to \$21.77. 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.

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

(4) Option fully vested.

(5) 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.

(6) The original option vests in four annual installments beginning on the date listed above.

(7) The original option vests in three annual installments beginning on the date listed above.

(8) 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 the PSUs is dependent on the relative 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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