

Rexnord Corp
 Form 4
 September 03, 2015

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)
 09/02/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 42,000 | D | |
| Common Stock | 09/02/2015 | | I | 3,866 A \$ 19.71 | 3,866 | I | By 401(k) Plan ⁽¹⁾ |
| Common Stock | 09/03/2015 | | P | 1,200 A \$ 19.72 | 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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number.

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 4.79 | | | | | <u>(2)</u> 07/21/2016 | Common Stock | 81,012 |
| Stock Option (right to buy) | \$ 4.79 | | | | | <u>(2)</u> 04/19/2017 | Common Stock | 165,138 |
| Stock Option (right to buy) | \$ 9.609 | | | | | <u>(2)</u> 06/24/2018 | Common Stock | 89,914 |
| Stock Option (right to buy) | \$ 4.804 | | | | | <u>(2)</u> 07/30/2019 | Common Stock | 224,785 |
| Stock Option (right to buy) | \$ 4.804 | | | | | <u>(2)</u> 09/11/2019 | Common Stock | 499,524 |
| Stock Option (right to buy) | \$ 8.888 | | | | | 10/29/2011 ⁽³⁾ 10/29/2020 | Common Stock | 166,508 |
| Stock Option (right to buy) | \$ 18 | | | | | 03/29/2012 ⁽⁴⁾ 03/29/2022 | Common Stock | 937,000 |

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 09/03/2015

__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.
- (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 vests three years from the date listed above and the other half vests five years from 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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