

Wehr Craig
Form 4
May 24, 2018

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 *
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)
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
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/22/2018 | | M ⁽¹⁾ | 3,784 A \$ 5,914 | | D | |
| Common Stock | 05/22/2018 | | F ⁽²⁾ | 1,024 D \$ 28.94 4,890 | | D | |

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Performance Stock Units | <u>(1)</u> | 05/22/2018 | | <u>A</u> ⁽¹⁾ | 372 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Performance Stock Units | <u>(1)</u> | 05/22/2018 | | <u>M</u> ⁽¹⁾ | 3,784 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Stock Option (right to buy) | \$ 4.804 | | | | | <u>(3)</u> | 07/30/2019 | 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 |
| 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

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

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