

PETERSON MARK W
 Form 4
 May 24, 2018

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 *
PETERSON MARK W

(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)
 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)
SVP & Chief Financial Officer

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 Price			
Common Stock	05/22/2018		M ⁽¹⁾	9,314 A \$14,854		D	
Common Stock	05/22/2018		F ⁽²⁾	2,975 D \$28.94		D	
Common Stock					3,392	I	By 401(k) Plan ⁽³⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

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 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⁾	914	<u>(1)</u>	<u>(1)</u>	Common Stock
Performance Stock Units	<u>(1)</u>	05/22/2018		<u>M</u> ⁽¹⁾	9,314	<u>(1)</u>	<u>(1)</u>	Common Stock
Stock Option (right to buy)	\$ 4.804					<u>(4)</u>	07/30/2019	Common Stock
Stock Option (right to buy)	\$ 8.888					<u>(4)</u>	07/29/2020	Common Stock
Stock Option (right to buy)	\$ 18.737					<u>(4)</u>	12/29/2021	Common Stock
Stock Option (right to buy)	\$ 22.03					<u>(4)</u>	05/11/2022	Common Stock
Stock Option (right to buy)	\$ 25.77					<u>(4)</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
PETERSON MARK W 4701 WEST GREENFIELD AVENUE MILWAUKEE, WI 53214			SVP & Chief Financial Officer	

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Mark W.
Peterson

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) Based on information from the trustee of the 401(k) Plan.
 - (4) Option fully vested.
 - (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.