

Rexnord Corp
Form 4
March 14, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
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)
03/10/2016

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)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/10/2016 | | M ⁽¹⁾ | | 25,000 ⁽¹⁾ | A | \$ 4.79 67,000 D |
| Common Stock | 03/10/2016 | | S ⁽¹⁾ | | 13,012 ⁽¹⁾ | D | \$ 18,7299 ⁽²⁾ 53,988 D |
| Common Stock | | | | | | I | 3,848 By 401(k) Plan ⁽³⁾ |
| Common Stock | | | | | | I | 1,200 By SEP IRA |

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

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SEC 1474
(9-02)

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 Number Shares |
| Stock Option (right to buy) | \$ 4.79 | 03/10/2016 | | M ⁽¹⁾ | 25,000 ⁽¹⁾ | ⁽⁴⁾ | 07/21/2016 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 4.79 | | | | | ⁽⁴⁾ | 04/19/2017 | Common Stock | 165,100 |
| Stock Option (right to buy) | \$ 9.609 | | | | | ⁽⁴⁾ | 06/24/2018 | Common Stock | 89,900 |
| Stock Option (right to buy) | \$ 4.804 | | | | | ⁽⁴⁾ | 07/30/2019 | Common Stock | 224,700 |
| Stock Option (right to buy) | \$ 4.804 | | | | | ⁽⁴⁾ | 09/11/2019 | Common Stock | 499,500 |
| Stock Option (right to buy) | \$ 8.888 | | | | | ⁽⁴⁾ | 10/29/2020 | Common Stock | 166,500 |
| Stock Option (right to buy) | \$ 18 | | | | | 03/29/2012 ⁽⁵⁾ | 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 03/14/2016

__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) The transactions were executed pursuant to a Rule 10b5-1 plan.
This transaction was executed in multiple trades at prices ranging from \$18.45 to \$19.04. 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 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.

Remarks:

Pursuant to the Reporting Person's Rule 10b5-1 plan, options that were nearing expiration were exercised and a portion of the

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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