

Rexnord Corp  
Form 4  
May 24, 2016

**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)  
05/20/2016

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Common Stock                    |                                      |  |                                |   | 69,200  | D  |   |
| Common Stock                    |                                      |  |                                |   | 3,690   | I  | By 401(k) Plan <sup>(1)</sup>                         |
| Common Stock                    |                                      |  |                                |   | 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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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        | Amount |
| Stock Option (right to buy)                | \$ 4.79  |                                      |  |                                |   | (2) 04/19/2017   | 04/19/2017  | Common Stock | 16     |
| Stock Option (right to buy)                | \$ 9.609   |                                      |  |                                |   | (2) 06/24/2018   | 06/24/2018  | Common Stock | 8      |
| Stock Option (right to buy)                | \$ 4.804   |                                      |  |                                |   | (2) 07/30/2019   | 07/30/2019  | Common Stock | 22     |
| Stock Option (right to buy)                | \$ 4.804   |                                      |  |                                |   | (2) 09/11/2019   | 09/11/2019  | Common Stock | 49     |
| Stock Option (right to buy)                | \$ 8.888   |                                      |  |                                |   | (2) 10/29/2020   | 10/29/2020  | Common Stock | 16     |
| Stock Option (right to buy)                | \$ 18  |                                      |  |                                |   | 03/29/2012(3)  | 03/29/2022  | Common Stock | 93     |
| Stock Option (right to buy)                | \$ 19.7  | 05/20/2016                           |  | A                              | 1,092,044   | 05/20/2017(4)  | 05/20/2026  | Common Stock | 1,0    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ADAMS TODD A.  
4701 WEST GREENFIELD AVENUE      X                      President & CEO  
MILWAUKEE, WI 53214

## Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Todd A.  
Adams

05/24/2016

        \*\*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) Based on information from the trustee of the 401(k) Plan.
- (2) Option fully vested.
- (3) 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.
- (4) 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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