

Rexnord Corp
Form 4
November 04, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JEYARAJAH PRAVEEN R.

(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)

11/01/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP - Corp. & Bus. Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	11/01/2013		M ⁽¹⁾	V Amount (1) 27,500 (A) or (D)	Price \$ 4.79	167,926	D
Common Stock	11/01/2013		S ⁽¹⁾	(1) 27,500 (2)	\$ 23.1828	140,426	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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 4.79	11/01/2013		M ⁽¹⁾	27,500 ⁽¹⁾	⁽³⁾	04/19/2017	Common Stock	27,500
Stock Option (right to buy)	\$ 4.804					⁽³⁾	10/29/2019	Common Stock	544,200
Stock Option (right to buy)	\$ 22.03					05/11/2012 ⁽⁴⁾	05/11/2022	Common Stock	60,000
Stock Option (right to buy)	\$ 19					05/23/2013 ⁽⁴⁾	05/23/2023	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JEYARAJAH PRAVEEN R. 4701 WEST GREENFIELD AVENUE MILWAUKEE, WI 53214	EVP - Corp. & Bus. Development

Signatures

/s/ Jeffrey LaValle under Power of Attorney for Praveen R. Jeyarajah

11/04/2013

____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 option was exercised and the underlying shares were sold pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person.

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- This transaction was executed in multiple trades at prices ranging from \$22.95 to \$23.57. The price reported above reflects the weighted
- (2) 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) Option fully vested.
 - (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.

Remarks:

The transactions reported in this Form 4 were executed pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person.

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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