Rexnord Corp Form 4 May 04, 2016

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ADAMS TODD A.			2. Issuer Name and Ticker or Trading Symbol Rexnord Corp [RXN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
4701 WEST GREENFIELD AVENUE		LD	(Month/Day/Year) 05/02/2016	_X_ Director 10% Owner X_ Officer (give title Other (specify below) President & CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MILWAUKEE, WI 53214			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/02/2016		Code V M(1)	Amount 25,000 (1)	or (D)	Price \$ 4.79	(Instr. 3 and 4) 94,200	D	
Common Stock	05/02/2016		S <u>(1)</u>	25,000 (1)	D	\$ 21.8066 (2)	69,200	D	
Common Stock							3,690	I	By 401(k) Plan (3)
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)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	Secur Acque or D	urities uired (A) isposed of r. 3, 4,	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	Amoun Number Shares
Stock Option (right to buy)	\$ 4.79	05/02/2016		M(1)		25,000 (1)	<u>(4)</u>	07/21/2016	Common Stock	25,00
Stock Option (right to buy)	\$ 4.79						<u>(4)</u>	04/19/2017	Common Stock	165,1
Stock Option (right to buy)	\$ 9.609						<u>(4)</u>	06/24/2018	Common Stock	89,91
Stock Option (right to buy)	\$ 4.804						<u>(4)</u>	07/30/2019	Common Stock	224,7
Stock Option (right to buy)	\$ 4.804						<u>(4)</u>	09/11/2019	Common Stock	499,51
Stock Option (right to buy)	\$ 8.888						<u>(4)</u>	10/29/2020	Common Stock	166,5
Stock Option (right to buy)	\$ 18						03/29/2012(5)	03/29/2022	Common Stock	937,0

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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

05/03/2016

**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 \$21.61 to \$21.97. 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) Based on information from the trustee of the 401(k) Plan.
- (4) Option fully vested.

a currently valid OMB number.

(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 the underlying sometime. 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

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