Rexnord Corp Form 4 June 04, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

| 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|--|--|--|
| Rexnord Corp [RXN] | (Check all applicable) | | |
| 3. Date of Earliest Transaction | • | | |
| (Month/Day/Year) | Director 10% Owner | | |
| 05/31/2013 | _X_ Officer (give title Other (special below) SVP & Chief Financial Officer | | |
| 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| | Symbol Rexnord Corp [RXN] 3. Date of Earliest Transaction (Month/Day/Year) 05/31/2013 4. If Amendment, Date Original | | |

| (City) | (State) | (Zip) Tab | le I - Non-I | Derivative | Secur | rities Acqu | ired, 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. Transaction Code (Instr. 8) | 4. Securion(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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 | 05/31/2013 | | M(1) | 4,800 (1) | A | \$ 4.79 | 7,800 | D | |
| Common Stock | 05/31/2013 | | S <u>(1)</u> | 4,800 (1) | D | \$ 20.111 (2) | 3,000 | D | |

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

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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. Transactic Code (Instr. 8) | 5. Number composed of Composed | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|---|---|--|--|---|--------------------|---|----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Stock Option (Right to Buy) | \$ 4.79 | 05/31/2013 | | M(1) | 4,800 (1) | (3) | 04/19/2017 | Common Stock | 4,800 |
| Stock Option (Right to Buy) | \$ 4.805 | | | | | 07/30/2010(4) | 07/30/2019 | Common Stock | 18,732 |
| Stock Option (Right to Buy) | \$ 8.888 | | | | | 07/29/2011(4) | 07/29/2020 | Common Stock | 14,569 |
| Stock Option (Right to Buy) | \$ 18.738 | | | | | 12/29/2012(4) | 12/29/2021 | Common Stock | 83,254 |
| Stock Option (Right to Buy) | \$ 22.03 | | | | | 05/11/2012(5) | 05/11/2022 | Common Stock | 225,00 |

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/ Kenneth V. Hallett under Power of Attorney for Mark W.

Peterson 06/04/2013

**Signature of Reporting Person Date

Reporting Owners 2

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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 options were exercised and the underlying shares were sold pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person.
 - This transaction was executed in multiple trades at prices ranging from \$20.0497 to \$20.1723. The price reported above reflects the
- (2) 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) Option fully vested.
- (4) One half of the original option vests in five annual installments beginning on the date listed above. The other half vests in five annual installments on March 31 of each fiscal year based on continued employment.
- (5) 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. 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.