

PETERSON MARK W
 Form 4
 May 30, 2018

FORM 4

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

OMB APPROVAL

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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 *
PETERSON MARK W

(Last) (First) (Middle)
 511 W. FRESHWATER WAY
 (Street)

MILWAUKEE, WI 53204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Rexnord Corp [RXN]

3. Date of Earliest Transaction (Month/Day/Year)
 05/25/2018

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)
 SVP & Chief Financial Officer

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/25/2018		A	8,432 A	20,311	D	
Common Stock					3,392	I	By 401(k) Plan <u>(2)</u>

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. 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)	\$ 4.804					(3) 07/30/2019		Common Stock	5,620
Stock Option (right to buy)	\$ 8.888					(3) 07/29/2020		Common Stock	7,280
Stock Option (right to buy)	\$ 18.737					(3) 12/29/2021		Common Stock	83,250
Stock Option (right to buy)	\$ 22.03					(3) 05/11/2022		Common Stock	225,000
Stock Option (right to buy)	\$ 25.77					(3) 05/22/2025		Common Stock	75,570
Stock Option (right to buy)	\$ 19.7					05/20/2017 ⁽⁴⁾ 05/20/2026		Common Stock	98,280
Stock Option (right to buy)	\$ 23.13					05/19/2018 ⁽⁴⁾ 05/19/2027		Common Stock	58,640
Stock Option (right to buy)	\$ 28.91	05/25/2018		A	22,994	05/25/2019 ⁽⁴⁾ 05/25/2028		Common Stock	22,994

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON MARK W 511 W. FRESHWATER WAY MILWAUKEE, WI 53204			SVP & Chief Financial Officer	

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Mark W.
Peterson

05/30/2018

__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) Restricted stock unit grant, which vests in three annual installments beginning on the first anniversary of the grant date, assuming continued employment.
- (2) Based on information from the trustee of the 401(k) Plan.
- (3) Option fully vested.
- (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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