Wehr Craig Form 4 November 06, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005

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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 A Wehr Craig | ddress of Repo | orting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|------------------------------|----------------|-----------------|--|--|--|--|--|
| | | | Rexnord Corp [RXN] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| 511 W. FRESHWATER WAY | | | (Month/Day/Year) 11/02/2018 | Director 10% Owner _X_ Officer (give title Other (specify below) Group Ex., President-Zurn | | | |
| (Street) MILWAUKEE, WI 53204 | | | 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 | | | |
| (City) | (State) | (Zip) | T-11. I N D 4 C 44 A | | | | |

| (City) | (State) (| Table | e I - Non-D | erivative : | Secur | ities Acqu | uired, Disposed of | f, or Beneficiall | y Owned |
|------------------------|--------------------------------------|-------------------------------|--------------------------|-------------|--------|--------------|--|----------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securit | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | • | any | Code (Instr. 3, 4 and 5) | | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | | (A) or | D . | Owned Following Reported Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| C | | | Code V | Amount | (D) | Price | · · | | |
| Common Stock | 11/02/2018 | | M | 7,500 | A | \$ 4.804 | 15,054 | D | |
| Common Stock | 11/02/2018 | | S | 7,500 | D | \$ 28.5 | 7,554 | D | |

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

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

| 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. Transacti Code (Instr. 8) | Transaction Derivative Code Securities | | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|---|---|---|---------------------------------------|--|------------|---|------------------|---|-----------------|-------------------------------------|
| | | | | Code V | V (A | A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 4.804 | 11/02/2018 | | M | | , | 7,500 | <u>(1)</u> | 07/30/2019 | Common Stock | 7,500 |
| Stock Option (right to buy) | \$ 8.888 | | | | | | | <u>(1)</u> | 07/29/2020 | Common Stock | 20,813 |
| Stock Option (right to buy) | \$ 22.03 | | | | | | | <u>(1)</u> | 05/11/2022 | Common Stock | 35,000 |
| Stock Option (right to buy) | \$ 19 | | | | | | | <u>(1)</u> | 05/23/2023 | Common Stock | 45,000 |
| Stock Option (right to buy) | \$ 29.31 | | | | | | | <u>(1)</u> | 09/03/2024 | Common Stock | 27,100 |
| Stock Option (right to buy) | \$ 25.77 | | | | | | | <u>(1)</u> | 05/22/2025 | Common Stock | 30,702 |
| Stock Option (right to buy) | \$ 19.7 | | | | | | | 05/20/2017(2) | 05/20/2026 | Common Stock | 46,412 |
| Stock Option (right to buy) | \$ 23.13 | | | | | | | 05/19/2018(2) | 05/19/2027 | Common Stock | 20,062 |

Stock Option

(right to

buy)

\$ 28.91

05/25/2019(2) 05/25/2028

Common Stock

7,664

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wehr Craig
511 W. FRESHWATER WAY
MILWAUKEE, WI 53204
Group Ex.,
President-Zurn

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Craig G.
Wehr

11/06/2018

**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) Option fully vested.
- (2) 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. 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.

Reporting Owners 3