

Whaley Patricia M
 Form 4
 September 05, 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 *
 Whaley Patricia M

(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)
 09/03/2018

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)
 Vice Pres.-General Counsel

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 | 09/03/2018 | | F(1) | 111 | \$ 29.03 | 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)

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 8.888 | | | | | (2) 07/29/2020 | Common Stock | 8,325 |
| Stock Option (right to buy) | \$ 22.03 | | | | | (2) 05/11/2022 | Common Stock | 45,000 |
| Stock Option (right to buy) | \$ 19 | | | | | (2) 05/23/2023 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 29.31 | | | | | (2) 09/03/2024 | Common Stock | 17,490 |
| Stock Option (right to buy) | \$ 25.77 | | | | | (2) 05/22/2025 | Common Stock | 21,255 |
| Stock Option (right to buy) | \$ 19.7 | | | | | 05/20/2017 ⁽³⁾ 05/20/2026 | Common Stock | 38,222 |
| Stock Option (right to buy) | \$ 23.13 | | | | | 05/19/2018 ⁽³⁾ 05/19/2027 | Common Stock | 25,618 |
| Stock Option (right to buy) | \$ 28.91 | | | | | 05/25/2019 ⁽³⁾ 05/25/2028 | Common Stock | 10,022 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whaley Patricia M 511 W. FRESHWATER WAY MILWAUKEE, WI 53204 | | | Vice Pres.-General Counsel | |

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Patricia M.
Whaley

09/05/2018

__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) Shares were withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock units.
- (2) Option fully vested.
- (3) 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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