

Wehr Craig
 Form 4
 September 06, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Wehr Craig

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)
 4701 W. GREENFIELD AVE.

3. Date of Earliest Transaction (Month/Day/Year)
 09/03/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Group Ex., President-Zurn

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MILWAUKEE, WI 53214

(City) (State) (Zip)

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	09/03/2017		F(1)	241	\$ 23.96	D	

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

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SEC 1474 (9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.804					<u>(2)</u>	07/30/2019	Common Stock	29,964
Stock Option (right to buy)	\$ 8.888					<u>(2)</u>	07/29/2020	Common Stock	20,813
Stock Option (right to buy)	\$ 22.03					<u>(2)</u>	05/11/2022	Common Stock	35,000
Stock Option (right to buy)	\$ 19					05/23/2013 ⁽³⁾	05/23/2023	Common Stock	45,000
Stock Option (right to buy)	\$ 29.31					09/03/2015 ⁽⁴⁾	09/03/2024	Common Stock	27,100
Stock Option (right to buy)	\$ 25.77					05/22/2016 ⁽⁵⁾	05/22/2025	Common Stock	30,702
Stock Option (right to buy)	\$ 19.7					05/20/2017 ⁽⁵⁾	05/20/2026	Common Stock	46,412
Stock Option (right to buy)	\$ 23.13					05/19/2018 ⁽⁵⁾	05/19/2027	Common Stock	20,062
Performance Stock Units	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	3,412

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wehr Craig 4701 W. GREENFIELD AVE. MILWAUKEE, WI 53214			Group Ex., President-Zurn	

Signatures

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

09/06/2017

 **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) 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.
- (4) The original option vests in four annual installments beginning on the date listed above.
- (5) The original option vests in three annual installments beginning on the date listed above.

Each performance stock unit ("PSU") represents a contingent right to receive one share of Rexnord Corporation's common stock if certain conditions are satisfied during the three-year performance period (fiscal 2016-fiscal 2018). Vesting of the PSUs is dependent on the

- (6) relative total shareholder return of Rexnord Corporation's common stock as compared to companies in the S&P 1500 Industrials Sector Index and on goals related to absolute free cash flow conversion. The target number of PSUs that may be earned is reported above; the maximum amount is 200% of the number reported.

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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