

Rexnord Corp
Form 4
May 27, 2015

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)
4701 W. GREENFIELD AVE
(Street)
MILWAUKEE, WI 53214
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Code V Amount (D) Price | 49,097 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy) | \$ 4.804 | | | | | (1) 07/30/2019 | Common Stock 3 |
| Stock Option (right to buy) | \$ 8.888 | | | | | 07/29/2011(2) 07/29/2020 | Common Stock 8 |
| Stock Option (right to buy) | \$ 22.03 | | | | | 05/11/2012(3) 05/11/2022 | Common Stock 45 |
| Stock Option (right to buy) | \$ 19 | | | | | 05/23/2013(4) 05/23/2023 | Common Stock 25 |
| Stock Option (right to buy) | \$ 29.31 | | | | | 09/03/2015(5) 09/03/2024 | Common Stock 17 |
| Stock Option (right to buy) | \$ 25.77 | 05/22/2015 | | A | 21,255 | 05/22/2016(6) 05/22/2025 | Common Stock 21 |
| Performance Stock Units | (7) | 05/22/2015 | | A | 2,362 | (7) (7) | Common Stock 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whaley Patricia M 4701 W. GREENFIELD AVE MILWAUKEE, WI 53214 | | | Vice Pres.-General Counsel | |

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Patricia M. Whaley 05/27/2015

**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) 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.

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- (3) One half of the original option vested three years from the date listed above and the other half vests five years from the date listed above.
- (4) 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.
- (5) The original option vests in four annual installments beginning on the date listed above.
- (6) 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 one half of the PSUs is dependent

- (7) on the relative total shareholder return of Rexnord Corporation's common stock as compared to companies in the S&P 1500 Industrials Sector Index and vesting of the other half depends 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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