

Jackson Rodney
Form 4
May 30, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jackson Rodney

(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
__X__ Officer (give title ____ Other (specify
below) below)

SVP-Bus.&Corp. Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/25/2018		A		2,811	A	<u>11</u> 14,908

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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(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)	\$ 28.6							10/30/2015 ⁽²⁾	10/30/2024	Common Stock	73,743
Stock Option (right to buy)	\$ 25.77							⁽³⁾	05/22/2025	Common Stock	25,978
Stock Option (right to buy)	\$ 19.7							05/20/2017 ⁽⁴⁾	05/20/2026	Common Stock	43,682
Stock Option (right to buy)	\$ 23.13							05/19/2018 ⁽⁴⁾	05/19/2027	Common Stock	20,062
Stock Option (right to buy)	\$ 28.91	05/25/2018		A		7,664		05/25/2019 ⁽⁴⁾	05/25/2028	Common Stock	7,664

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jackson Rodney 511 W. FRESHWATER WAY MILWAUKEE, WI 53204			SVP-Bus.&Corp. Development	

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Rodney Jackson 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) The original option vests in four annual installments beginning on the date listed above.
- (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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