Rexnord Corp Form 4 September 05, 2014

Common

Stock

09/03/2014

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Whaley Patricia M Issuer Symbol Rexnord Corp [RXN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 4701 W. GREENFIELD AVE 09/03/2014 below) Vice Pres.-General Counsel (Street) 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 MILWAUKEE, WI 53214 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

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 displays a currently valid OMB control number.

SEC 1474

(9-02)

Reported

49,097

Transaction(s)

(Instr. 3 and 4)

D

(A)

or

(D)

Α

Price

(1)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code V Amount

1,380

A

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisal Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Option (right to buy)	\$ 4.804					(2)	07/30/2019	Common Stock	3,330
Stock Option (right to buy)	\$ 8.888					07/29/2011(3)	07/29/2020	Common Stock	8,32:
Stock Option (right to buy)	\$ 22.03					05/11/2012(4)	05/11/2022	Common Stock	45,00
Stock Option (right to buy)	\$ 19					05/23/2013(4)	05/23/2023	Common Stock	25,00
Common Stock	\$ 29.31	09/03/2014		A	17,490	09/03/2015(5)	09/03/2024	Common Stock	17,49

Reporting Owners

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

Signatures

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

09/04/2014

**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).

Reporting Owners 2

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- (1) Restricted stock unit grant under the 2012 Performance Incentive Plan, which vests in four annual installments of 25% each beginning on the first anniversary of the grant date, assuming continued employment.
- (2) Option fully vested.
- 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.
- (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 of 25% each 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.