

Powers George J
Form 4
May 24, 2018

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 *
Powers George J

(Last) (First) (Middle)
4701 WEST 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)
05/22/2018

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)
Chief Human Resources Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	05/22/2018		M ⁽¹⁾	3,492 A \$ 3,492		D	
Common Stock	05/22/2018		F ⁽²⁾	1,009 D \$ 28.94	2,483	D	
Common Stock					273	I	By 401(k) Plan ⁽³⁾

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

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number.

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

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Performance Stock Units	<u>(1)</u>	05/22/2018		A ⁽¹⁾	342	<u>(1)</u>	<u>(1)</u>			Common Stock	
Performance Stock Units	<u>(1)</u>	05/22/2018		M ⁽¹⁾	3,492	<u>(1)</u>	<u>(1)</u>			Common Stock	3
Stock Option (right to buy)	\$ 26.63					02/06/2016 ⁽⁴⁾	02/06/2025			Common Stock	8
Stock Option (right to buy)	\$ 25.77					<u>(5)</u>	05/22/2025			Common Stock	2
Stock Option (right to buy)	\$ 19.7					05/20/2017 ⁽⁶⁾	05/20/2026			Common Stock	4
Stock Option (right to buy)	\$ 23.13					05/19/2018 ⁽⁶⁾	05/19/2027			Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powers George J 4701 WEST GREENFIELD AVE MILWAUKEE, WI 53214			Chief Human Resources Officer	

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for George J. Powers
 **Signature of Reporting Person Date
 05/24/2018

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)

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Based on Rexnord Corporation's performance during the three-year performance period (fiscal 2016-fiscal 2018), the performance stock units ("PSUs") vested at the level indicated above (the Reporting Person had the opportunity to earn up to 200% of the number originally reported, as previously disclosed).

- (2) Shares were withheld to satisfy tax withholding obligations in connection with the vesting of PSUs.
- (3) Based on information from the trustee of the 401(k) Plan.
- (4) The original option vests in four annual installments beginning on the date listed above.
- (5) Option fully vested.
- (6) 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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