

Rexnord Corp
Form 4
February 07, 2014

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 *
Stroup John S

(Last) (First) (Middle)

4701 WEST GREENFIELD AVENUE

(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)
02/05/2014

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)

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) | | | | | | | | | | | | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|------------|-------|--|--|-------|---|------------|--|--|--|--|------------|-------|---|---------------------|
| Common Stock | 02/05/2014 | | P | <table border="0"> <tr> <td>Code</td> <td>V</td> <td>Amount</td> <td>(A) or (D)</td> <td>Price</td> </tr> <tr> <td></td> <td></td> <td>9,600</td> <td>A</td> <td>\$ 26.0762</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td><u>(1)</u></td> </tr> </table> | Code | V | Amount | (A) or (D) | Price | | | 9,600 | A | \$ 26.0762 | | | | | <u>(1)</u> | 9,600 | I | By Trust <u>(2)</u> |
| Code | V | Amount | (A) or (D) | Price | | | | | | | | | | | | | | | | | | |
| | | 9,600 | A | \$ 26.0762 | | | | | | | | | | | | | | | | | | |
| | | | | <u>(1)</u> | | | | | | | | | | | | | | | | | | |

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)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 4.805 | | | | | (3) 07/30/2019 | Common Stock | 18,732 |
| Stock Option (right to buy) | \$ 22.03 | | | | | 05/11/2013(4) 05/11/2022 | Common Stock | 11,250 |
| Stock Option (right to buy) | \$ 19 | | | | | 05/23/2014(4) 05/23/2023 | Common Stock | 11,470 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Stroup John S 4701 WEST GREENFIELD AVENUE MILWAUKEE, WI 53214 | | X | | |

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for John S. Stroup
 02/05/2014
 **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).
- (1) This transaction was executed in multiple trades at prices ranging from \$26.02 to \$26.10. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
- (2) As trustee of a trust for the benefit of the Reporting Person's children.

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- (3) Option fully vested.
- (4) 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.

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.