Jackson Rodney Form 4 May 24, 2018

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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

1(b).

(Last)

Common

Stock

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Jackson Rodney

(First) (Middle)

4701 W. GREENFIELD AVE

(Street)

MILWAUKEE, WI 53214

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)

3.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

05/22/2018

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

 $M^{(1)}$ 3,202 A (1) 12,097 D

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

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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)	onDeriva Securi Acqui	ties red (A) posed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or No of
Performance Stock Units	(1)	05/22/2018		A(1)	315		<u>(1)</u>	<u>(1)</u>	Common Stock	
Performance Stock Units	(1)	05/22/2018		M <u>(1)</u>		3,202	<u>(1)</u>	<u>(1)</u>	Common Stock	3
Stock Option (right to buy)	\$ 28.6						10/30/2015(2)	10/30/2024	Common Stock	7
Stock Option (right to buy)	\$ 25.77						<u>(3)</u>	05/22/2025	Common Stock	2
Stock Option (right to buy)	\$ 19.7						05/20/2017(4)	05/20/2026	Common Stock	4
Stock Option (right to buy)	\$ 23.13						05/19/2018(4)	05/19/2027	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Jackson Rodney 4701 W. GREENFIELD AVE MILWAUKEE, WI 53214			SVP-Bus.&Corp. Development				

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Rodney
Jackson 05/24/2018

**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).
- Based on Rexnord Corporation's performance during the three-year performance period (fiscal 2016-fiscal 2018), the performance stock (1) 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) The original option vests in four annual installments beginning on the date listed above.
- (3) Option fully vested.

Reporting Owners 2

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(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. 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.