

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)	Price		
				Code	V	Amount	
Common Stock	05/22/2018		M <sup>(1)</sup>	A	3,492	U	3,492 D
Common Stock	05/22/2018		F <sup>(2)</sup>	D	\$ 1,009		2,483 D
Common Stock							273 I
							By 401(k) Plan <sup>(3)</sup>

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

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SEC 1474 (9-02)

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
Performance Stock Units	<u>(1)</u>	05/22/2018		<u>A</u> <sup>(1)</sup>	342	<u>(1)</u>	<u>(1)</u>	Common Stock
Performance Stock Units	<u>(1)</u>	05/22/2018		<u>M</u> <sup>(1)</sup>	3,492	<u>(1)</u>	<u>(1)</u>	Common Stock
Stock Option (right to buy)	\$ 26.63					02/06/2016 <sup>(4)</sup>	02/06/2025	Common Stock
Stock Option (right to buy)	\$ 25.77					<u>(5)</u>	05/22/2025	Common Stock
Stock Option (right to buy)	\$ 19.7					05/20/2017 <sup>(6)</sup>	05/20/2026	Common Stock
Stock Option (right to buy)	\$ 23.13					05/19/2018 <sup>(6)</sup>	05/19/2027	Common Stock

## 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 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).
- (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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