

Rexnord Corp  
Form 4  
September 05, 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 \*  
Whaley Patricia M

(Last) (First) (Middle)  
4701 W. 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)  
09/03/2014

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)  
Vice Pres.-General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/03/2014		A		1,380	A	49,097
						D	

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 4.804					<u>(2)</u> 07/30/2019	Common Stock	3,330
Stock Option (right to buy)	\$ 8.888					07/29/2011 <sup>(3)</sup> 07/29/2020	Common Stock	8,320
Stock Option (right to buy)	\$ 22.03					05/11/2012 <sup>(4)</sup> 05/11/2022	Common Stock	45,000
Stock Option (right to buy)	\$ 19					05/23/2013 <sup>(4)</sup> 05/23/2023	Common Stock	25,000
Common Stock	\$ 29.31	09/03/2014		A	17,490	09/03/2015 <sup>(5)</sup> 09/03/2024	Common Stock	17,490

## Reporting Owners

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

## Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Patricia M. Whaley  
 \*\*Signature of Reporting Person  
 Date 09/04/2014

## 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).

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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.
- (3) 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.

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