

Rexnord Corp
 Form 4
 December 08, 2016

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 *
 Longren David C.

(Last) (First) (Middle)

247 FRESHWATER WAY, SUITE 300

(Street)

MILWAUKEE, WI 53204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Rexnord Corp [RXN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/07/2016

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	8,467	D	

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

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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 (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
Depository Shares ⁽¹⁾	<u>(2)</u> <u>(3)</u>	12/07/2016		P	3,000	12/07/2016 <u>(2)</u> <u>(3)</u>	Common Stock	5,955 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Longren David C. 247 FRESHWATER WAY SUITE 300 MILWAUKEE, WI 53204	X			

Signatures

/s/Kenneth V. Hallett under Power of Attorney for David C. Longren

12/08/2016

 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) Each depository share represents a 1/20th interest in a share of Rexnord Corporation's 5.75% Series A Mandatory Convertible Preferred Stock, \$0.01 par value per share ("Mandatory Convertible Preferred Stock").

(2) Prior to the expected November 15, 2019 mandatory conversion date, shares of Mandatory Convertible Preferred Stock may be converted at the holder's option at the minimum equivalent conversion rate of 1.9851 shares of common stock per depository share, subject to anti-dilution and other adjustments.

(3) Unless converted prior to the mandatory conversion date, each share of Mandatory Convertible Preferred Stock will automatically convert on or about November 15, 2019, at the equivalent conversion rate per depository share of not more than 2.3821 shares of common stock and not less than shares of 1.9851 common stock, depending on the applicable value of Rexnord Corporation's common stock and subject to certain anti-dilution adjustments.

(4) Represents the minimum number of shares of common stock into which the depository shares are convertible.

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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