

Troutman Michael
Form 4
September 06, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Troutman Michael

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
247 FRESHWATER WAY, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Information Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MILWAUKEE, WI 53214

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | 09/06/2017 | | S ⁽¹⁾ | | 128 | D | 23.73 |
| | | | | | | | \$ (2) |

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)

Edgar Filing: Troutman Michael - Form 4

| 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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 4.79 | | | | | (3) | | 11/30/2017 | | Common Stock | 39,110 |
| Stock Option (right to buy) | \$ 8.888 | | | | | (3) | | 07/29/2020 | | Common Stock | 29,138 |
| Stock Option (right to buy) | \$ 22.03 | | | | | (3) | | 05/11/2022 | | Common Stock | 45,000 |
| Stock Option (right to buy) | \$ 19 | | | | | | | 05/23/2013 ⁽⁴⁾ | 05/23/2023 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 29.31 | | | | | | | 09/03/2015 ⁽⁵⁾ | 09/03/2024 | Common Stock | 17,490 |
| Stock Option (right to buy) | \$ 25.77 | | | | | | | 05/22/2016 ⁽⁶⁾ | 05/22/2025 | Common Stock | 25,978 |
| Stock Option (right to buy) | \$ 19.7 | | | | | | | 05/20/2017 ⁽⁶⁾ | 05/20/2026 | Common Stock | 38,768 |
| Stock Option (right to buy) | \$ 23.13 | | | | | | | 05/19/2018 ⁽⁶⁾ | 05/19/2027 | Common Stock | 18,519 |
| Performance Stock Units | (7) | | | | | | | (7) | (7) | Common Stock | 2,887 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Troutman Michael 247 FRESHWATER WAY SUITE 300 MILWAUKEE, WI 53214 | | | Chief Information Officer | |

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Michael Troutman 09/06/2017

__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) Shares were sold to satisfy tax withholding obligations and related fees in connection with the vesting of restricted stock units.

(2) This transaction was executed in multiple trades at prices ranging from \$23.70 to \$23.76. 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.

(3) Option fully vested.

(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 beginning on the date listed above.

(6) The original option vests in three annual installments beginning on the date listed above.

(7) Each performance stock unit ("PSU") represents a contingent right to receive one share of Rexnord Corporation's common stock if certain conditions are satisfied during the three-year performance period (fiscal 2016-fiscal 2018). Vesting of the PSUs is dependent on the relative total shareholder return of Rexnord Corporation's common stock as compared to companies in the S&P 1500 Industrials Sector Index and on goals related to absolute free cash flow conversion. The target number of PSUs that may be earned is reported above; the maximum amount is 200% of the number reported.

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.