

Rexnord Corp
Form 4
August 04, 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 *
JEYARAJAH PRAVEEN R.

(Last) (First) (Middle)
4701 WEST GREENFIELD AVENUE
(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)
08/01/2014

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)
EVP - Corp. & Bus. Development

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/01/2014 | | M ⁽¹⁾ | | 27,500 ₍₁₎ A \$ 4.804 167,926 | D | |
| Common Stock | 08/01/2014 | | S ⁽¹⁾ | | \$ 27,500 ₍₁₎ D 26.6997 ₍₂₎ 140,426 | D | |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (right to buy) | \$ 4.804 | 08/01/2014 | | M ⁽¹⁾ | 27,500 ⁽¹⁾ | ⁽³⁾ | 10/29/2019 | Common Stock | 363,6 |
| Stock Option (right to buy) | \$ 22.03 | | | | | 05/11/2012 ⁽⁴⁾ | 05/11/2022 | Common Stock | 60,00 |
| Stock Option (right to buy) | \$ 19 | | | | | 05/23/2013 ⁽⁴⁾ | 05/23/2023 | Common Stock | 40,00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JEYARAJAH PRAVEEN R. 4701 WEST GREENFIELD AVENUE MILWAUKEE, WI 53214 | | | EVP - Corp. & Bus. Development | |

Signatures

/s/ Jeffrey LaValle under Power of Attorney for Praveen R.
Jeyarajah

08/01/2014

**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) The option was exercised and the underlying shares were sold pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person.

This transaction was executed in multiple trades at prices ranging from \$26.49 to \$27.00. 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.

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- (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.

Remarks:

The transactions reported in this Form 4 were executed pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person.

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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