

Rexnord Corp
Form 4
August 15, 2013

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 *
PETERSON MARK W

(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)
08/14/2013

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)
SVP & Chief Financial 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	08/14/2013		M ⁽¹⁾	2,804 (1) A \$ 4.79	5,804	D	
Common Stock	08/14/2013		S ⁽¹⁾	2,804 (1) D \$ 20	3,000	D	

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

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(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 of Shares
Stock Option (Right to Buy)	\$ 4.79	08/14/2013		M ⁽¹⁾	2,804 <u>(1)</u>	<u>(2)</u>	04/19/2017	Common Stock	2,804
Stock Option (Right to Buy)	\$ 4.805					07/30/2010 ⁽³⁾	07/30/2019	Common Stock	18,732
Stock Option (Right to Buy)	\$ 8.888					07/29/2011 ⁽³⁾	07/29/2020	Common Stock	14,569
Stock Option (Right to Buy)	\$ 18.738					12/29/2012 ⁽³⁾	12/29/2021	Common Stock	83,254
Stock Option (Right to Buy)	\$ 22.03					05/11/2012 ⁽⁴⁾	05/11/2022	Common Stock	225,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON MARK W 4701 WEST GREENFIELD AVENUE MILWAUKEE, WI 53214			SVP & Chief Financial Officer	

Signatures

/s/ Kenneth V. Hallett under Power of Attorney for Mark W. Peterson

08/15/2013

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 options were exercised and the underlying shares were sold pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person.
- (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.

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.

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.