

ADAMS TODD A.

Form 4

April 23, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ADAMS TODD A.

(Last) (First) (Middle)

511 W. FRESHWATER WAY

(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)

04/22/2019

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)

President &amp; CEO

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)
Common Stock	04/22/2019		S <sup>(1)</sup>	30,000 (1)	\$ 27.997 (2)	211,792	D
Common Stock					3,810	I	By 401(k) Plan <sup>(3)</sup>
Common Stock					1,200	I	By SEP IRA

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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 or Number of Shares
Stock Option (right to buy)	\$ 4.804					(4) 09/11/2019	Common Stock 499,524
Stock Option (right to buy)	\$ 8.888					(4) 10/29/2020	Common Stock 166,508
Stock Option (right to buy)	\$ 18					(4) 03/29/2022	Common Stock 937,000
Stock Option (right to buy)	\$ 19.7					05/20/2017 <sup>(5)</sup> 05/20/2026	Common Stock 1,092,044
Stock Option (right to buy)	\$ 23.13					05/19/2018 <sup>(5)</sup> 05/19/2027	Common Stock 216,050
Stock Option (right to buy)	\$ 28.91					05/25/2019 <sup>(5)</sup> 05/25/2018	Common Stock 90,802

## Reporting Owners

Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ADAMS TODD A.  
511 W. FRESHWATER WAY  
MILWAUKEE, WI 53204

X

President  
& CEO

## Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Todd A.  
Adams

04/23/2019

                     \*\*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 transactions were executed pursuant to a Rule 10b5-1 plan.

This transaction was executed in multiple trades at prices ranging from \$27.79 to \$28.10. The price reported above reflects the weighted

(2) 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) Based on information from the trustee of the 401(k) Plan.

(4) Option fully vested.

(5) The original option vests in three annual installments 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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