

Rexnord Corp
Form 3
July 28, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Chhabra Sudhanshu | | (Month/Day/Year) | Rexnord Corp [RXN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/28/2016 | | |
| 247 FRESHWATER WAY,Â SUITE 300 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| MILWAUKEE,Â WIÂ 53204 | | | Regional Executive India & M.E | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 0 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------------|--------------|----------------------------|-------------------|----------------------------|---|
| Stock Option (right to buy) | 10/30/2015 ⁽¹⁾ | 10/30/2024 | Common Stock | 50,280 | \$ 28.6 | D | Â |
| Stock Option (right to buy) | 05/22/2016 ⁽²⁾ | 05/22/2025 | Common Stock | 25,978 | \$ 25.77 | D | Â |
| Stock Option (right to buy) | 05/20/2017 ⁽²⁾ | 05/20/2026 | Common Stock | 38,222 | \$ 19.7 | D | Â |
| Performance Stock Units | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 2,887 | \$ ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chhabra Sudhanshu 247 FRESHWATER WAY SUITE 300 MILWAUKEE, WI 53204 | Â | Â | Â Regional Executive India & M.E | Â |

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Sudhanshu Chhabra 07/28/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 original option vests in four annual installments beginning on the date listed above.
- (2) The original option vests in three annual installments beginning on the date listed above.

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.

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Remarks:

Exhibit 24-Power of Attorney

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.