

Troutman Michael
Form 3
August 04, 2017

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 | |
| Troutman Michael | | (Month/Day/Year) | Rexnord Corp [RXN] | |
| (Last) | (First) | (Middle) | 07/27/2017 | |
| 247 FRESHWATER WAY, SUITE 300 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MILWAUKEE, WI 53214 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Information Officer | |

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 | 4,628 | D | |

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) | Â (1) | 11/30/2017 | Common Stock | 39,110 | \$ 4.79 | D | Â |
| Stock Option (right to buy) | Â (1) | 07/29/2020 | Common Stock | 29,138 | \$ 8.888 | D | Â |
| Stock Option (right to buy) | Â (1) | 05/11/2022 | Common Stock | 45,000 | \$ 22.03 | D | Â |
| Stock Option (right to buy) | 05/23/2013(2) | 05/23/2023 | Common Stock | 25,000 | \$ 19 | D | Â |
| Stock Option (right to buy) | 09/03/2015(3) | 09/03/2024 | Common Stock | 17,490 | \$ 29.31 | D | Â |
| Stock Option (right to buy) | 05/22/2016(4) | 05/22/2025 | Common Stock | 25,978 | \$ 25.77 | D | Â |
| Stock Option (right to buy) | 05/20/2017(4) | 05/20/2026 | Common Stock | 38,768 | \$ 19.7 | D | Â |
| Stock Option (right to buy) | 05/19/2018(4) | 05/19/2027 | Common Stock | 18,519 | \$ 23.13 | D | Â |
| Performance Stock Units | Â (5) | Â (5) | Common Stock | 2,887 | \$ (5) | D | Â |

Reporting Owners

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

Signatures

/s/ Jeffrey J. LaValle under Power of Attorney for Michael Troutman 08/04/2017

**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) Option fully vested.
- (2) 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.
- (3) The original option vests in four annual installments beginning on the date listed above.
- (4) The original option vests in three annual installments beginning on the date listed above.

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- 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
- (5) 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.

Â

Remarks:

ExhibitÂ 24-PowerÂ ofÂ Attorney

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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