Rexnord Corp Form 4 June 05, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

3235-0287 January 31,

2005

0.5

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Apollo Management Holdings GP, LLC

> (Last) (First)

2. Issuer Name and Ticker or Trading Symbol

Rexnord Corp [RXN]

3. Date of Earliest Transaction (Month/Day/Year)

9 W. 57TH STREET, 43RD FLOOR 06/03/2014

(Zip)

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10019

(State)

06/03/2014

(City)

Common

stock, par

value

\$0.01

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 7. Nature Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Securities Ownership of Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4)

Code V Amount (D) Price

S

17.250,000

24,729,045

See footnote (1)

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

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

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1. Title	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	ve Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)	Bene	
	Derivative				Securities	S		(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									1 mount		
									Amount		
						Date	Expiration		or Jamban		
						Exercisable Date	Date		Number of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)			L.	mares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner, runnerss	Director	10% Owner	Officer	Other			
Apollo Management Holdings GP, LLC 9 W. 57TH STREET 43RD FLOOR NEW YORK, NY 10019		X					
Apollo Management Holdings, L.P. 9 W. 57TH STREET NEW YORK, NY 10019		X					
Apollo Management GP, LLC TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X					
Apollo Management, L.P. 2 MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X					
AIF VI Management, LLC 9 WEST 57TH STREET 43RD FLOOR NEW YORK, NY 10019		X					
Apollo Management VI, L.P. 9 WEST 57TH STREET 43RD FLOOR NEW YORK, NY 10019		X					
APOLLO INVESTMENT FUND VI L P 2 MANHATTAVILLE RD PURCHASE, NY 10577		X					
		X					

Reporting Owners 2

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Apollo Advisors VI, L.P. ONE MANHATTANVILLE ROAD SUITE 201 PURCHASE, NY 10577

Apollo Capital Management VI, LLC ONE MANHATTANVILLE ROAD SUITE 201 PURCHASE, NY 10577

X

X

Apollo Principal Holdings I, L.P. TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577

Signatures

[see signatures attached as Exhibit 99.2]

06/05/2014

**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) See Exhibit 99.1.

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.

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