

AEROJET ROCKETDYNE HOLDINGS, INC.

Reported by
SCHUMACHER JOHN D.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/11/17 for the Period Ending 04/07/17

| | |
|-------------|---|
| Address | 222 N. SEPULVEDA BLVD. SUITE 500 EL SEGUNDO, CA 90245 |
| Telephone | (310) 252-8100 |
| CIK | 0000040888 |
| Symbol | AJRD |
| SIC Code | 3760 - Guided Missiles And Space Vehicles And Parts |
| Industry | Aerospace & Defense |
| Sector | Industrials |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|--|--|--|--|---|--|
| 1. Name and Address of Reporting Person * SCHUMACHER JOHN D. (Last) (First) (Middle) 222 N. SEPULVEDA BLVD., SUITE 500 (Street) EL SEGUNDO, CA 90245 (City) (State) (Zip) | | 2. Issuer Name and Ticker or Trading Symbol AEROJET ROCKETDYNE HOLDINGS, INC. [AJRD] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) VP, Washington Operations | |
| | | 3. Date of Earliest Transaction (MM/DD/YYYY) 4/7/2017 | | 6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person | |
| | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 4/7/2017 | | F | | 1438 (1) | D | \$21.50 | 69612 | D | |
| Common Stock | | | | | | | | 2321 | I | By Plan Trust (2) |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----|---|-----------------|--|--|--|--|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |

Explanation of Responses:

- Shares relinquished to pay withholding taxes payable in connection with the vesting of shares of restricted stock granted to the Reporting Person on April 7, 2014.
- Shares held in the Aerojet Rocketdyne Retirement Savings Plan Trust (Plan Trust) as of April 7, 2017 which reflects the value in the participant's account as per the Plan Administrator's records. The number of shares reported is calculated by dividing the dollar value of the participant's account by the closing market price of the stock on the day reported above. This calculation yields only the approximate number of shares in the participant's account because the cash component in the Plan Trust (target 2%) is allocated to each participant's account on a pro rata basis, and the cash component varies based on overall activity of all participants in the Plan Trust. The number shown has been rounded down to the nearest whole number.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHUMACHER JOHN D. 222 N. SEPULVEDA BLVD., SUITE 500 EL SEGUNDO, CA 90245 | | | VP, Washington Operations | |

Signatures

/s/ Rebecca A. Bauer, attorney-in-fact

4/11/2017

**Signature of Reporting Person

Date

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

* 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).

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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