

EDGEWELL PERSONAL CARE Co
 Form 4
 July 08, 2016

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, 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 *
KLEIN WARD M

(Last) (First) (Middle)

C/O EDGEWELL PERSONAL CARE COMPANY, 1350 TIMBERLAKE MANOR PARKWAY

(Street)

CHESTERFIELD, MO 63017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EDGEWELL PERSONAL CARE Co [EPC]

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2016

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)
 Executive Chairman

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Stock	07/06/2016		M		28,159 <u>(1)</u>	A	\$ 0 130,911 D
Common Stock	07/06/2016		M		18,336 <u>(1)</u>	A	\$ 0 149,247 D
Common Stock	07/06/2016		M		34,176 <u>(1)</u>	A	\$ 0 183,423 D
Common Stock	07/06/2016		M		26,258 <u>(1)</u>	A	\$ 0 209,681 D

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Common Stock	07/06/2016	M	<u>16,548</u> (1)	A	\$ 0	226,229	D
Common Stock	07/06/2016	M	<u>8,964</u> (1)	A	\$ 0	235,193	D
Common Stock	07/06/2016	M	<u>6,714</u> (1)	A	\$ 0	241,907	D
Common Stock	07/06/2016	M	<u>2,685</u> (1)	A	\$ 0	244,592	D
Common Stock	07/06/2016	M	<u>5,371</u> (1)	A	\$ 0	249,963	D
Common Stock	07/06/2016	M	<u>29,388</u> (1)	A	\$ 0	279,351	D
Common Stock	07/06/2016	M	<u>36,929</u> (2)	A	\$ 0	316,280	D
Common Stock	07/06/2016	M	<u>12,927</u> (2)	A	\$ 0	329,207	D

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

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(9-02)

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 Number Shares
Restricted Stock Equivalent 7/8/2015	\$ 0	07/06/2016		J	2,002	(3)	(3)	Common Stock	2,002
Restricted Stock Equivalent 10/13/2008	\$ 0	07/06/2016		M	28,159	(1)	(1)	Common Stock	28,159
Restricted Stock	\$ 0	07/06/2016		M	18,336	(1)	(1)	Common Stock	18,336

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Equivalent 10/10/2007									
Restricted Stock Equivalent 10/12/2009	\$ 0	07/06/2016	M	34,176	<u>(1)</u>	<u>(1)</u>	Common Stock	34,176	
Restricted Stock Equivalent 5/19/2003	\$ 0	07/06/2016	M	26,258	<u>(1)</u>	<u>(1)</u>	Common Stock	26,258	
Restricted Stock Equivalent 3/26/2001	\$ 0	07/06/2016	M	16,548	<u>(1)</u>	<u>(1)</u>	Common Stock	16,548	
Restricted Stock Equivalent 1/16/2001	\$ 0	07/06/2016	M	8,964	<u>(1)</u>	<u>(1)</u>	Common Stock	8,964	
Restricted Stock Equivalent 12/7/2000	\$ 0	07/06/2016	M	6,714	<u>(1)</u>	<u>(1)</u>	Common Stock	6,714	
Restricted Stock Equivalent 8/25/2000	\$ 0	07/06/2016	M	2,685	<u>(1)</u>	<u>(1)</u>	Common Stock	2,685	
Restricted Stock Equivalent 8/16/2000	\$ 0	07/06/2016	M	5,371	<u>(1)</u>	<u>(1)</u>	Common Stock	5,371	
Restricted Stock Equivalent 1/14/2005	\$ 0	07/06/2016	M	29,388	<u>(1)</u>	<u>(1)</u>	Common Stock	29,388	
Restricted Stock Equivalent 11/6/2013	\$ 0	07/06/2016	J	4,717	<u>(4)</u>	<u>(4)</u>	Common Stock	4,717	
Restricted Stock Equivalent 11/13/2014	\$ 0	07/06/2016	J	7,386	<u>(3)</u>	<u>(3)</u>	Common Stock	7,386	
Restricted Stock Equivalent	\$ 0	07/06/2016	M	36,929	<u>(2)</u>	<u>(2)</u>	Common Stock	36,929	

11/13/2014

Restricted
Stock
Equivalent
11/6/2013

\$ 0

07/06/2016

J

1,616

(3)(3)Common
Stock

1,616

Restricted
Stock
Equivalent
11/6/2013

\$ 0

07/06/2016

M

12,927

(2)(2)Common
Stock

12,927

Phantom Stock
Units in
Deferred
Compensation

\$ 0

07/06/2016

M

13,265

(5)(5)Common
Stock

13,265

Phantom Stock
Units in
Deferred
Compensation

\$ 0

07/06/2016

M

124,201

(5)(5)Common
Stock

124,201

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN WARD M C/O EDGEWELL PERSONAL CARE COMPANY 1350 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017	X		Executive Chairman	

Signatures

Jeffrey A. Gershowitz,
Attorney-in-Fact

07/08/2016

**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) Previously deferred Restricted Stock Equivalents converted into shares of Edgewell common stock due to Mr. Klein's retirement on July 6, 2016. These shares of Edgewell common stock will be delivered to Mr. Klein on January 6, 2017.

(2) Restricted Stock Equivalents accelerated vesting and converted into shares of Edgewell common stock due to Mr. Klein's retirement on July 6, 2016. These shares of Edgewell common stock will be delivered to Mr. Klein on January 6, 2017.

(3) Restricted Stock Equivalents forfeited prior to vesting due to Mr. Klein's retirement on July 6, 2016.

(4) Prorated portion of Restricted Stock Equivalents forfeited due to Mr. Klein's retirement on July 6, 2016. The remaining Restricted Stock Equivalents will vest and convert into shares of Edgewell common stock on the date that Edgewell releases its earnings report for the fiscal year ending on September 30, 2016.

(5) Previously deferred Phantom Stock Units became payable due to Mr. Klein's retirement on July 6, 2016. Mr. Klein will be paid the cash equivalent of these units on January 6, 2017.

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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