

Sheldon Sandra J
 Form 4
 February 01, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Sheldon Sandra J

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2018

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHESTERFIELD, MO 63017

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | V | 19,687 | D | |

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)

| 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 or Number of Shares |
| Restricted Stock Equivalents 11/13/2017 | \$ 0 | 01/31/2018 | | J | 5,298 | (1) (1) | Common Stock 5,298 |
| Non-Qualified Stock Options 11/13/2017 | \$ 58.9 | 01/31/2018 | | J | 12,769 | (1) (1) | Common Stock 12,769 |
| Performance Stock Equivalents 11/13/2017 | \$ 0 | 01/31/2018 | | J | 17,658 | (1) (1) | Common Stock 17,658 |
| Restricted Stock Equivalents 11/3/2016 | \$ 0 | 01/31/2018 | | J | 3,094 | (1) (1) | Common Stock 3,094 |
| Non-Qualified Stock Options 11/3/2016 | \$ 74.7 | 01/31/2018 | | J | 11,578 | (1) (1) | Common Stock 11,578 |
| Performance Stock Equivalents 11/3/2016 | \$ 0 | 01/31/2018 | | J | 6,962 | (1) (1) | Common Stock 6,962 |
| Restricted Stock Equivalents 7/8/2015 | \$ 0 | 01/31/2018 | | J | 4,336 | (1) (1) | Common Stock 4,336 |
| Non-Qualified Stock Options 7/6/2015 | \$ 100.68 | 01/31/2018 | | J | 15,062 | (1) (1) | Common Stock 15,062 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Sheldon Sandra J
C/O EDGEWELL PERSONAL CARE COMPANY
1350 TIMBERLAKE MANOR PARKWAY
CHESTERFIELD, MO 63017

Chief Financial Officer

Signatures

Jeffrey A. Gershowitz,
Attorney-in-Fact

02/01/2018

__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) Unvested award forfeited upon Ms. Sheldon's departure from the Company on January 31, 2018.

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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