

DREYER ELIZABETH E.
Form 4
April 17, 2018

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 *
DREYER ELIZABETH E.

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)
VP, Controller, CAO

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2018

(Street)

CHESTERFIELD, MO 63017

(City) (State) (Zip)

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

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 | | | | | 3,789 | D | |

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

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SEC 1474 (9-02)

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Equivalents 1/2/2018 | \$ 0 | 04/16/2018 | | J | 3,316 | (1) (1) | Common Stock | 3,316 | |
| Restricted Stock Equivalents 11/13/2017 | \$ 0 | 04/16/2018 | | J | 1,274 | (1) (1) | Common Stock | 1,274 | |
| Non-Qualified Stock Options 11/13/2017 | \$ 58.9 | 04/16/2018 | | J | 3,070 | (1) (1) | Common Stock | 3,070 | |
| Performance Stock Equivalents 11/13/2017 | \$ 0 | 04/16/2018 | | J | 4,245 | (1) (1) | Common Stock | 4,245 | |
| Restricted Stock Equivalents 11/3/2016 | \$ 0 | 04/16/2018 | | J | 892 | (1) (1) | Common Stock | 892 | |
| Non-Qualified Stock Options 11/3/2016 | \$ 74.7 | 04/16/2018 | | J | 3,340 | (1) (1) | Common Stock | 3,340 | |
| Performance Stock Equivalents 11/3/2016 | \$ 0 | 04/16/2018 | | J | 2,009 | (1) (1) | Common Stock | 2,009 | |
| Restricted Stock Equivalents 7/8/2015 | \$ 0 | 04/16/2018 | | J | 1,167 | (1) (1) | Common Stock | 1,167 | |
| Non-Qualified | \$ 100.68 | 04/16/2018 | | J | 4,055 | (1) (1) | Common | 4,055 | |

Stock Options
7/6/2015

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DREYER ELIZABETH E. C/O EDGEWELL PERSONAL CARE COMPANY 1350 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017 | | | VP, Controller, CAO | |

Signatures

Jeffrey A. Gershowitz, Attorney
in Fact

04/17/2018

__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. Dreyer's departure from the Company on April 16, 2018.

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.