

EDGEWELL PERSONAL CARE Co
 Form 4
 July 10, 2015

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 *
 CONRAD PETER 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/08/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Administrative Officer

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) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

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 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 | |
| Restricted Stock Equivalent 11/13/2014 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | 7,316 | <u>(2)</u> <u>(2)</u> | Common Stock | 7,316 |
| Restricted Stock Equivalent 11/06/2013 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | 2,313 | <u>(3)</u> <u>(3)</u> | Common Stock | 2,313 |
| Restricted Stock Equivalent 12/10/2012 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | 5,326 | <u>(4)</u> <u>(4)</u> | Common Stock | 5,326 |
| Restricted Stock Equivalent 10/13/2008 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | 3,943 | <u>(5)</u> <u>(5)</u> | Common Stock | 3,943 |
| Restricted Stock Equivalent 11/06/2013 | \$ 0 | 07/08/2015 | | A ⁽¹⁾⁽⁶⁾ | 6,941 | <u>(7)</u> <u>(7)</u> | Common Stock | 6,941 |
| Restricted Stock Equivalent 12/10/2012 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | 12,428 | <u>(8)</u> <u>(8)</u> | Common Stock | 12,428 |
| Restricted Stock Equivalent 07/08/2015 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | 7,005 | <u>(9)</u> <u>(9)</u> | Common Stock | 7,005 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONRAD PETER J C/O EDGEWELL PERSONAL CARE COMPANY | | | Chief Administrative Officer | |

1350 TIMBERLAKE MANOR PARKWAY
CHESTERFIELD, MO 63017

Signatures

/s/ Jeffrey Gershowitz, Attorney
in Fact

07/10/2015

__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).

Pursuant to the Employee Matters Agreement, by and between Edgewell Personal Care Company ("Edgewell") and Energizer Holdings, Inc. ("Energizer"), dated as of June 25, 2015, to reflect the separation of Energizer from Edgewell by means of a pro rata distribution of

- (1) 100% of the outstanding shares of Energizer common stock to Edgewell stockholders of record on June 16, 2015 (the "Separation"), each outstanding restricted stock equivalent award ("RSE") owned by the Reporting Person was adjusted on July 8, 2015 to maintain the intrinsic value of the award.
- (2) RSE will vest and convert into shares of Edgewell Common Stock on 11/13/2016 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (3) RSE will vest and convert into shares of Edgewell Common Stock on 11/06/2016 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (4) RSE will vest and convert into shares of Edgewell Common Stock on 11/05/2015 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (5) RSE is vested and will convert into shares of Edgewell Common Stock upon Reporting Person's retirement or other termination of service as an Officer of Edgewell.

- (6) Each of the Reporting Person's performance-based RSEs ("PSE") that would otherwise have vested in November 2016 contingent on the achievement of certain performance-based criteria was converted into a time-based vesting award in connection with the Separation and will vest and convert into shares of Edgewell Common Stock in November 2016.

- (7) RSE 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 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.

- (8) PSE will vest and convert into shares of Edgewell Common Stock in November 2015 subject to the achievement of applicable performance criteria, as long as the Reporting Person is still employed with Edgewell. All PSEs will also vest and convert upon the Reporting Person's death. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.

- (9) One-third of the RSE granted will vest and convert into shares of Edgewell Common Stock on each of 07/08/2016, 07/08/2017 and 07/08/2018 if Reporting Person is employed on said dates or all or a portion may vest upon death, disability, change of control or certain termination events.

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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