

EDGEWELL PERSONAL CARE Co

Form 4

July 10, 2015

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUNTER JOHN C III

(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)
07/08/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
			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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information contained in this form are not
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Equivalent 01/02/2015	\$ 0	07/08/2015		A ⁽¹⁾		1,149		<u>(2)</u>	<u>(2)</u>	Common Stock	1,149
Restricted Stock Equivalent 01/02/2014	\$ 0	07/08/2015		A ⁽¹⁾		1,378		<u>(3)</u>	<u>(3)</u>	Common Stock	1,378
Phantom Stock Units in Deferred Compensation	\$ 0	07/08/2015		A ⁽¹⁾		16,687		<u>(4)</u>	<u>(4)</u>	Common Stock	16,687
Restricted Stock Equivalent 07/08/2015	\$ 0	07/08/2015		A		2,002		<u>(5)</u>	<u>(5)</u>	Common Stock	2,002

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTER JOHN C III C/O EDGEWELL PERSONAL CARE COMPANY 1350 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017	X			

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).

(1)

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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 100% of the outstanding shares of Energizer common stock to Edgewell stockholders of record on June 16, 2015, each outstanding equity award owned by the Reporting Person was adjusted on July 8, 2015 to maintain the intrinsic value of the award.

- (2) Restricted stock equivalent award ("RSE") will vest and convert into shares of Edgewell Common Stock on 01/02/2016 unless Reporting Person elects to defer conversion or all or a portion may vest upon death, disability or change of control.
 - (3) RSE is vested and will convert into shares of Edgewell Common Stock upon Reporting Person's retirement or other termination of service on Edgewell's Board of Directors.
 - (4) Phantom stock units are payable in cash following termination of the Reporting Person's service on Edgewell's Board of Directors.
- Restricted stock equivalents convert into shares of Edgewell Common Stock three years from the date of grant unless Reporting Person
- (5) elects to defer conversion until termination of service on Edgewell's Board of Directors. Equivalents subject to forfeiture if Reporting Person terminates service on the Board within three years of grant.

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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