

CONRAD PETER J

Form 4

December 04, 2017

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2017

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

(Street)
CHESTERFIELD, MO 63017

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/30/2017		M	(A) or (D) Amount 3,943 (1) Price \$ 0	16,237	D	

Common
Stock

5,105

I

By Spouse
as Trustee
for
Irrevocable
Family Trust

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 or Number of Shares
Restricted Stock Equivalent 11/3/2016	\$ 0	11/30/2017		J		1,428		(2)	(2)	Common Stock	1,428
Non-Qualified Stock Options 11/3/2016	\$ 74.7	11/30/2017		J		5,344		(2)	(2)	Common Stock	5,344
Performance Stock Equivalents 11/3/2016	\$ 0	11/30/2017		J		3,213		(2)	(2)	Common Stock	3,213
Restricted Stock Equivalent 7/8/2015	\$ 0	11/30/2017		J		2,335		(2)	(2)	Common Stock	2,335
Non-Qualified Stock Options 7/6/2015	\$ 100.68	11/30/2017		J		8,110		(2)	(2)	Common Stock	8,110

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CONRAD PETER J C/O EDGEWELL PERSONAL CARE COMPANY 1350 TIMBERLAKE MANOR PARKWAY	Chief Administrative Officer

CHESTERFIELD, MO 63017

Signatures

Jeffrey A. Gershowitz,
Attorney-in-Fact

12/04/2017

__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. Conrad's departure from the Company on November 30, 2017. These shares of Edgewell common stock will be delivered to Mr. Conrad on May 30, 2018.
- (2) Unvested award forfeited upon Mr. Conrad's departure from the Company on November 30, 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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