

CONRAD PETER J
Form 4
December 04, 2017

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 *
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)

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

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

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

(Street)
CHESTERFIELD, MO 63017

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

(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 Ownership (Instr. 4)
Common Stock	11/30/2017		M	(A) or (D) V Amount Price 3,943 (1) A \$ 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
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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