EDGEWELL PERSONAL CARE Co

Form 4

November 07, 2016

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

OMB Number:

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0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue.

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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DREYER ELIZABETH E.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

EDGEWELL PERSONAL CARE

(Check all applicable)

Co [EPC]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

10% Owner Director X_ Officer (give title Other (specify

(Month/Day/Year)

11/03/2016

VP, Controller & CAO

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

CHESTERFIELD, MO 63017

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if any

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 conf 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 Ame Underlying Secu (Instr. 3 and 4) | |
|--|---|--------------------------------------|---|---|---|--|--------------------|---|----------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | An or No of Sh |
| Non-Qualified Stock Options 11/3/2016 | \$ 74.7 | 11/03/2016 | | A | 5,011 | 11/03/2017(1) | 11/03/2026 | Common Stock | 5 |
| Restricted Stock Equivalents (RSE) 11/3/2016 | \$ 0 | 11/03/2016 | | A | 1,339 | 11/03/2017(2) | (2) | Common Stock | 1 |
| Performance Stock Equivalents (PSE) | \$ 0 | 11/03/2016 | | A | 2,009 | 11/03/2019(3) | <u>(3)</u> | Common Stock | 2 |

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

11/3/2016

Jeffrey A. Gershowitz, Attorney-in-Fact

**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).
- One-third of the Options will become exercisable on each of 11/3/2017, 11/3/2018 and 11/3/2019, as long as the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (2) One-third of the RSEs will vest and convert into shares of Edgewell common stock on each of 11/3/2017, 11/3/2018 and 11/3/2019 if the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination

Reporting Owners 2

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events.

The PSEs will vest and convert into shares of Edgewell common stock on the date that Edgewell releases its earnings for the fiscal year ending September 30, 2019 if specified performance criteria are met subject to the exercise of negative discretion by the Nominating and Executive Compensation Committee of Edgewell's Board of Directors. The performance goal for the PSEs is the adjusted earnings per share of the Company for its 2019 fiscal year. The percentage of the PSEs vesting will range from 0% to 100% based on performance.

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.