

EDGEWELL PERSONAL CARE Co  
Form 4  
July 08, 2016

**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 \*  
KLEIN WARD M

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)  
07/06/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Chairman

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (D) Price  |  |                                   |
| Common Stock                    | 07/06/2016                           |  | M                              |   | 28,159<br>(1) A \$ 0 130,911  | D  |                                   |
| Common Stock                    | 07/06/2016                           |  | M                              |   | 18,336<br>(1) A \$ 0 149,247  | D  |                                   |
| Common Stock                    | 07/06/2016                           |  | M                              |   | 34,176<br>(1) A \$ 0 183,423  | D  |                                   |
| Common Stock                    | 07/06/2016                           |  | M                              |   | 26,258<br>(1) A \$ 0 209,681  | D  |                                   |

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|              |            |   |                      |   |      |         |   |
|--------------|------------|---|----------------------|---|------|---------|---|
| Common Stock | 07/06/2016 | M | <u>16,548</u><br>(1) | A | \$ 0 | 226,229 | D |
| Common Stock | 07/06/2016 | M | <u>8,964</u><br>(1)  | A | \$ 0 | 235,193 | D |
| Common Stock | 07/06/2016 | M | <u>6,714</u><br>(1)  | A | \$ 0 | 241,907 | D |
| Common Stock | 07/06/2016 | M | <u>2,685</u><br>(1)  | A | \$ 0 | 244,592 | D |
| Common Stock | 07/06/2016 | M | <u>5,371</u><br>(1)  | A | \$ 0 | 249,963 | D |
| Common Stock | 07/06/2016 | M | <u>29,388</u><br>(1) | A | \$ 0 | 279,351 | D |
| Common Stock | 07/06/2016 | M | <u>36,929</u><br>(2) | A | \$ 0 | 316,280 | D |
| Common Stock | 07/06/2016 | M | <u>12,927</u><br>(2) | A | \$ 0 | 329,207 | D |

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 Number Shares |
| Restricted Stock Equivalent 7/8/2015       | \$ 0   | 07/06/2016                           |  | J                              | 2,002   | (3)  | (3)   | Common Stock | 2,002                |
| Restricted Stock Equivalent 10/13/2008     | \$ 0   | 07/06/2016                           |  | M                              | 28,159  | (1)  | (1)   | Common Stock | 28,159               |
| Restricted Stock                           | \$ 0   | 07/06/2016                           |  | M                              | 18,336  | (1)  | (1)   | Common Stock | 18,336               |

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|   |      |            |   |        |            |            |                 |        |  |
|---|------|------------|---|--------|------------|------------|-----------------|--------|--|
| Equivalent<br>10/10/2007                        |      |            |   |        |            |            |                 |        |  |
| Restricted<br>Stock<br>Equivalent<br>10/12/2009 | \$ 0 | 07/06/2016 | M | 34,176 | <u>(1)</u> | <u>(1)</u> | Common<br>Stock | 34,176 |  |
| Restricted<br>Stock<br>Equivalent<br>5/19/2003  | \$ 0 | 07/06/2016 | M | 26,258 | <u>(1)</u> | <u>(1)</u> | Common<br>Stock | 26,258 |  |
| Restricted<br>Stock<br>Equivalent<br>3/26/2001  | \$ 0 | 07/06/2016 | M | 16,548 | <u>(1)</u> | <u>(1)</u> | Common<br>Stock | 16,548 |  |
| Restricted<br>Stock<br>Equivalent<br>1/16/2001  | \$ 0 | 07/06/2016 | M | 8,964  | <u>(1)</u> | <u>(1)</u> | Common<br>Stock | 8,964  |  |
| Restricted<br>Stock<br>Equivalent<br>12/7/2000  | \$ 0 | 07/06/2016 | M | 6,714  | <u>(1)</u> | <u>(1)</u> | Common<br>Stock | 6,714  |  |
| Restricted<br>Stock<br>Equivalent<br>8/25/2000  | \$ 0 | 07/06/2016 | M | 2,685  | <u>(1)</u> | <u>(1)</u> | Common<br>Stock | 2,685  |  |
| Restricted<br>Stock<br>Equivalent<br>8/16/2000  | \$ 0 | 07/06/2016 | M | 5,371  | <u>(1)</u> | <u>(1)</u> | Common<br>Stock | 5,371  |  |
| Restricted<br>Stock<br>Equivalent<br>1/14/2005  | \$ 0 | 07/06/2016 | M | 29,388 | <u>(1)</u> | <u>(1)</u> | Common<br>Stock | 29,388 |  |
| Restricted<br>Stock<br>Equivalent<br>11/6/2013  | \$ 0 | 07/06/2016 | J | 4,717  | <u>(4)</u> | <u>(4)</u> | Common<br>Stock | 4,717  |  |
| Restricted<br>Stock<br>Equivalent<br>11/13/2014 | \$ 0 | 07/06/2016 | J | 7,386  | <u>(3)</u> | <u>(3)</u> | Common<br>Stock | 7,386  |  |
| Restricted<br>Stock<br>Equivalent               | \$ 0 | 07/06/2016 | M | 36,929 | <u>(2)</u> | <u>(2)</u> | Common<br>Stock | 36,929 |  |

11/13/2014

Restricted Stock Equivalent 11/6/2013

\$ 0

07/06/2016

J

1,616

(3)

(3)

Common Stock

1,616

Restricted Stock Equivalent 11/6/2013

\$ 0

07/06/2016

M

12,927

(2)

(2)

Common Stock

12,927

Phantom Stock Units in Deferred Compensation

\$ 0

07/06/2016

M

13,265

(5)

(5)

Common Stock

13,265

Phantom Stock Units in Deferred Compensation

\$ 0

07/06/2016

M

124,201

(5)

(5)

Common Stock

124,201

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| KLEIN WARD M<br>C/O EDGEWELL PERSONAL CARE COMPANY<br>1350 TIMBERLAKE MANOR PARKWAY<br>CHESTERFIELD, MO 63017 | X             |           | Executive Chairman |       |

## Signatures

Jeffrey A. Gershowitz, Attorney-in-Fact 07/08/2016

\*\*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. Klein's retirement on July 6, 2016. These shares of Edgewell common stock will be delivered to Mr. Klein on January 6, 2017.
- (2) Restricted Stock Equivalents accelerated vesting and converted into shares of Edgewell common stock due to Mr. Klein's retirement on July 6, 2016. These shares of Edgewell common stock will be delivered to Mr. Klein on January 6, 2017.
- (3) Restricted Stock Equivalents forfeited prior to vesting due to Mr. Klein's retirement on July 6, 2016.
- (4) Prorated portion of Restricted Stock Equivalents forfeited due to Mr. Klein's retirement on July 6, 2016. The remaining Restricted Stock Equivalents 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.
- (5) Previously deferred Phantom Stock Units became payable due to Mr. Klein's retirement on July 6, 2016. Mr. Klein will be paid the cash equivalent of these units on January 6, 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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