Post Holdings, Inc. Form 4 February 03, 2015						
				OMB APPROVAL		
Check this box	OMB 3235-0287 Number: January 31,					
Section 16. Form 4 or	EMENT OF CH	ANGES IN BENEFICIAL O SECURITIES	Expires: 2005 Estimated average burden hours per response 0.5			
abligations	7(a) of the Public	n 16(a) of the Securities Excha Utility Holding Company Ac Investment Company Act of	t of 1935 or Sectior	1		
(Print or Type Responses)						
1. Name and Address of Reporti GROTE ROBERT E	Symb	suer Name <b>and</b> Ticker or Trading ol Holdings, Inc. [POST]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)		e of Earliest Transaction	(Check all applicable)			
C/O POST HOLDINGS, I S. HANLEY ROAD	(Mont	h/Day/Year) )/2015	X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)		mendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
ST. LOUIS, MO 63144			Person	ore than One Reporting		
(City) (State)	(Zip) T	able I - Non-Derivative Securities	Acquired, Disposed of	, or Beneficially Owned		
1.Title of Security (Instr. 3)2. Transaction Da (Month/Day/Year)	•) Execution Date, i any	Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or	SecuritiesFeBeneficially(IOwned(IFollowing(IReportedTransaction(s)(Instr. 3 and 4)	Ownership7. Nature oform: DirectIndirectO) or IndirectBeneficial)Ownershipnstr. 4)(Instr. 4)		
Domindom Donart and a second	ing for each store f	Code V Amount (D) Price				
Keminder: Keport on a separate	the for each class of s	ecurities beneficially owned directly Persons who re	or indirectly.	tion of SEC 1474		
		information con required to resp	itained in this form a bond unless the forn ently valid OMB cont	are not (9-02) n		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Post Holdings, Inc. Stock Equivalents	<u>(1)</u>	01/30/2015		A	322.156		(2)	(2)	Common Stock	322.15
Stock Appreciation Rights	\$ 46.63	02/03/2015		А	5,000		(3)	<u>(3)</u>	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GROTE ROBERT E C/O POST HOLDINGS, INC. 2503 S. HANLEY ROAD ST. LOUIS, MO 63144	Х						
Signatures							
/s/ Diedre J. Gray, Attorney-in-Fact		02/03/2015					
**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).

Reporting Person's retainers and fees earned as a Director of Issuer are deferred into Post Holdings, Inc. stock equivalents under the Issuer's Deferred Compensation Plan for Non-Management Directors. Reporting Person is credited with stock equivalents as soon as

- (1) Issuer's Deferred Compensation Fian for Non-Wanagement Directors. Reporting reason is created with stock equivalents as soon as administratively practicable following the month in which such retainers and fees are earned. The value of these stock equivalents is distributed (on a one-for-one basis) in the form of cash upon retirement from the Board of Directors.
- (2) The stock equivalents have no fixed exercisable or expiration dates.
- Stock appreciation rights were granted under the Post Holding, Inc. 2012 Long-Term Incentive Plan. Stock appreciation rights are(3) exercisable three years from date of grant but must be held until the Reporting Person's retirement from the Board of Directors and the occurrence of certain other events and shall remain exercisable for various periods of time.

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.