

VerNooy David S
Form 4
October 03, 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 *
VerNooy David S

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)
VP, Global Operations

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2017

(Street)

CHESTERFIELD, MO 63017

(City) (State) (Zip)

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

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	09/30/2017		M	1,501 (1) A \$ 0	22,070	D	

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

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SEC 1474 (9-02)

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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	09/30/2017		J	2,678	(2)	(2)	Common Stock	2,678
Non-Qualified Stock Options 11/3/2016	\$ 74.7	09/30/2017		J	10,021	(2)	(2)	Common Stock	10,021
Performance Stock Equivalents 11/3/2016	\$ 0	09/30/2017		J	4,017	(2)	(2)	Common Stock	4,017
Restricted Stock Equivalent 7/8/2015	\$ 0	09/30/2017		J	500	(2)	(2)	Common Stock	500
Restricted Stock Equivalent 7/8/2015	\$ 0	09/30/2017		M	1,501	(1)	(1)	Common Stock	1,501
Non-Qualified Stock Options 7/6/2015	\$ 100.68	09/30/2017		J	1,738	(3)	(3)	Common Stock	1,738

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VerNooy David S C/O EDGEWELL PERSONAL CARE COMPANY 1350 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017			VP, Global Operations	

Signatures

Jeffrey A. Gershowitz,
Attorney-in-Fact

10/03/2017

__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) Vesting of Restricted Stock Equivalents accelerated pro rata and converted into shares of Edgewell common stock due to Mr. VerNooy's retirement on September 30, 2017. These shares of Edgewell common stock will be delivered to Mr. VerNooy on March 30, 2018.
- (2) Unvested award forfeited upon Mr. VerNooy's retirement from the Company on September 30, 2017.
- (3) Vesting of Non-Qualified Stock Options accelerated pro rata due to Mr. VerNooy's retirement on September 30, 2017. He has 5 years from his retirement date to exercise these options.

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.