

Hutchison Colin A
Form 4
November 15, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hutchison Colin A

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)
C/O EDGEWELL PERSONAL
CARE, 6 RESEARCH DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2017

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

SHELTON, CT 06484

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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

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information contained in this form are not
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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Ar Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Options 11/13/2017	\$ 58.9	11/13/2017	A		12,769		11/13/2018 ⁽¹⁾	11/13/2027	Common Stock	
Restricted Stock Equivalents (RSE) 11/13/2017	\$ 0	11/13/2017	A		5,298		11/13/2018 ⁽²⁾	⁽²⁾	Common Stock	
Performance Stock Equivalents (PSE) 11/13/2017	\$ 0	11/13/2017	A		17,658		11/13/2020 ⁽³⁾	⁽³⁾	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutchison Colin A C/O EDGEWELL PERSONAL CARE 6 RESEARCH DRIVE SHELTON, CT 06484			Chief Operating Officer	

Signatures

Jeffrey A. Gershowitz,
Attorney-in-Fact

11/15/2017

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) One-third of the Options will become exercisable on each of 11/13/2018, 11/13/2019 and 11/13/2020, 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.
One-third of the RSEs will vest and convert into shares of Edgewell common stock on each of 11/13/2018, 11/13/2019 and 11/13/2020 if
- (2) 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.
- (3) 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, 2020 if specified performance criteria are met, subject to the exercise of negative discretion by the Nominating and

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Executive Compensation Committee of Edgewell's Board of Directors. The performance goals for the PSEs are the adjusted earnings per share of the Company for its 2020 fiscal year and the adjusted cumulative free cash flow of the Company for its 2020 fiscal year as a percentage of adjusted net sales of the Company for its 2020 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.

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