LITTLE ROD R
Form 4
March 05, 2019

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LITTLE ROD R

(Last) (First) (Middle)

C/O EDGEWELL PERSONAL CARE COMPANY, 6 RESEARCH DRIVE

(Street)

SHELTON, CT 06484

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
EDGEWELL PERSONAL CARE Co [EPC]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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 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 A Underlying S (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options 3/1/2019	$ 44.74	03/01/2019		A		18,561		03/01/2020 (1)	03/01/2029	Common Stock
Restricted Stock Equivalents (RSE) 3/1/2019	$ 0	03/01/2019		A		8,215		03/01/2020 (2)	(2)	Common Stock
Performance Stock Equivalents (PSE) 3/1/2019	$ 0	03/01/2019		A		115,919		11/15/2021 (3)	(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTLE ROD R C/O EDGEWELL PERSONAL CARE COMPANY 6 RESEARCH DRIVE SHELTON, CT 06484	X		Chief Executive Officer	

Signatures

Marisa Iasenza, attorney in fact	03/05/2019
**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 3/1/2020, 3/1/2021 and 3/1/2022, 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 3/1/2020, 3/1/2021 and 3/1/2022 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 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, 2021 if specified performance criteria are met, subject to the exercise of negative discretion by the 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 2021 fiscal year, the adjusted cumulative free cash flow of the Company for its 2021 fiscal year as a percentage of adjusted net sales of the Company for fiscal year 2019 through fiscal year 2021, and the achievement of targeted Project Fuel savings for the period ended September 30, 2021. 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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