

EDGEWELL PERSONAL CARE Co
 Form 4
 July 10, 2015

FORM 4

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

OMB APPROVAL

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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)
07/08/2015

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | 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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SEC 1474 (9-02)

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

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Restricted Stock Equivalent 11/13/2014 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | | 44,315 | | <u>(2)</u> | <u>(2)</u> | Common Stock 44,315 |
| Restricted Stock Equivalent 11/06/2013 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | | 14,543 | | <u>(3)</u> | <u>(3)</u> | Common Stock 14,543 |
| Restricted Stock Equivalent 12/10/2012 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | | 30,435 | | <u>(4)</u> | <u>(4)</u> | Common Stock 30,435 |
| Restricted Stock Equivalent 10/13/2008 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | | 28,159 | | <u>(5)</u> | <u>(5)</u> | Common Stock 28,159 |
| Restricted Stock Equivalent 10/10/2007 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | | 18,336 | | <u>(5)</u> | <u>(5)</u> | Common Stock 18,336 |
| Restricted Stock Equivalent 10/12/2009 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | | 34,176 | | <u>(5)</u> | <u>(5)</u> | Common Stock 34,176 |
| Restricted Stock Equivalent 05/19/2003 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | | 26,258 | | <u>(5)</u> | <u>(5)</u> | Common Stock 26,258 |
| Restricted Stock Equivalent 03/26/2001 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | | 16,548 | | <u>(5)</u> | <u>(5)</u> | Common Stock 16,548 |
| Restricted Stock Equivalent 01/16/2001 | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | | 8,964 | | <u>(5)</u> | <u>(5)</u> | Common Stock 8,964 |
| | \$ 0 | 07/08/2015 | | A ⁽¹⁾ | | 6,714 | | <u>(5)</u> | <u>(5)</u> | Common Stock 6,714 |

| | | | | | | | | | |
|--|------|------------|---------------------------|---------|-------------|-------------|--|--------------|------|
| Restricted Stock Equivalent 12/07/2000 | | | | | | | | Common Stock | |
| Restricted Stock Equivalent 08/25/2000 | \$ 0 | 07/08/2015 | <u>A⁽¹⁾</u> | 2,685 | <u>(5)</u> | <u>(5)</u> | | Common Stock | 2, |
| Restricted Stock Equivalent 08/16/2000 | \$ 0 | 07/08/2015 | <u>A⁽¹⁾</u> | 5,371 | <u>(5)</u> | <u>(5)</u> | | Common Stock | 5, |
| Restricted Stock Equivalent 01/14/2005 | \$ 0 | 07/08/2015 | <u>A⁽¹⁾</u> | 29,388 | <u>(5)</u> | <u>(5)</u> | | Common Stock | 29, |
| Restricted Stock Equivalent 11/06/2013 | \$ 0 | 07/08/2015 | <u>A⁽¹⁾⁽⁶⁾</u> | 43,630 | <u>(7)</u> | <u>(7)</u> | | Common Stock | 43, |
| Restricted Stock Equivalent 12/10/2012 | \$ 0 | 07/08/2015 | <u>A⁽¹⁾</u> | 71,014 | <u>(8)</u> | <u>(8)</u> | | Common Stock | 71, |
| Phantom Stock Units in Deferred Compensation | \$ 0 | 07/08/2015 | <u>A⁽¹⁾</u> | 13,265 | <u>(9)</u> | <u>(9)</u> | | Common Stock | 13, |
| Phantom Stock Units in Deferred Compensation | \$ 0 | 07/08/2015 | <u>A⁽¹⁾</u> | 124,201 | <u>(9)</u> | <u>(9)</u> | | Common Stock | 124, |
| Restricted Stock Equivalent 07/08/2015 | \$ 0 | 07/08/2015 | A | 2,002 | <u>(10)</u> | <u>(10)</u> | | Common Stock | 2, |

Reporting Owners

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

Signatures

/s/ Jeffrey Gershowitz, Attorney
in Fact

07/10/2015

__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).
- (1) Pursuant to the Employee Matters Agreement, by and between Edgewell Personal Care Company ("Edgewell") and Energizer Holdings, Inc. ("Energizer"), dated as of June 25, 2015, to reflect the separation of Energizer from Edgewell by means of a pro rata distribution of 100% of the outstanding shares of Energizer common stock to Edgewell stockholders of record on June 16, 2015 (the "Separation"), each outstanding equity award owned by the Reporting Person was adjusted on July 8, 2015 to maintain the intrinsic value of the award.
- (2) Restricted stock equivalent award ("RSE") will vest and convert into shares of Edgewell Common Stock on 11/13/2016 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (3) RSE will vest and convert into shares of Edgewell Common Stock on 11/06/2016 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (4) RSE will vest and convert into shares of Edgewell Common Stock on 11/05/2015 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (5) RSE is vested and will convert into shares of Edgewell Common Stock upon Reporting Person's retirement or other termination of service on Edgewell's Board of Directors.
- (6) Each of the Reporting Person's performance-based RSEs ("PSE") that would otherwise have vested in November 2016 contingent on the achievement of certain performance-based criteria was converted into a time-based vesting award in connection with the Separation and will vest and convert into shares of Edgewell Common Stock in November 2016.
- (7) RSE 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 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (8) PSE will vest and convert into shares of Edgewell Common Stock in November 2015, subject to the achievement of applicable performance criteria, as long as the Reporting Person is still employed with Edgewell. All PSEs will also vest and convert upon the Reporting Person's death. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.
- (9) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Edgewell.
- (10) Restricted stock equivalents convert into shares of Edgewell Common Stock three years from the date of grant unless Reporting Person elects to defer conversion until termination of service on Edgewell's Board of Directors. Equivalents subject to forfeiture if Reporting Person terminates service on the Board within three years of grant.

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.