

HILL JOHN N
Form 4/A
February 08, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HILL JOHN N

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 COMPANY, 6 RESEARCH
DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2018

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Human Resources Officer

(Street)

SHELTON, CT 06484

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/14/2018

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/13/2018		M		849	A	\$ 0 23,075
Common Stock	11/13/2018		F		267 ⁽¹⁾	D	\$ 42.09 22,808 ⁽²⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Equivalent 11/13/2017	\$ 0	11/13/2018		M	849	(3)	(3)	Common Stock	849

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HILL JOHN N C/O EDGEWELL PERSONAL CARE COMPANY 6 RESEARCH DRIVE SHELTON, CT 06484	Chief Human Resources Officer

Signatures

Marisa Iasenza,
Attorney-in-Fact 02/08/2019

__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) Shares withheld as payment of a tax liability on vesting of restricted stock equivalents.

The amount of securities beneficially owned was incorrect on the original Form 4 filed on November 14, 2018 because the amended

(2) Form 4 for the November 5, 2018 transaction, which was also filed on November 14, 2018, was filed in error. The original Form 4 for the November 5, 2018 transaction which was filed on November 6, 2018 was correct as stated.

(3) Restricted stock equivalents vested and converted into shares of EPC common stock on 11/13/2018.

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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