

HATFIELD DAVID P
 Form 4
 March 05, 2019

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 *
 HATFIELD DAVID P

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)
 03/01/2019

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

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)			
			Code	V	Amount	(D)	Price			
Common Stock	03/01/2019		M		52,238 (1)	A	\$ 0	104,615	I	Shares owned by Joint Trust
Common Stock								18,619	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)

displays a currently valid OMB control number.

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Equivalent 11/3/2016	\$ 0	03/01/2019		J		992	(2)	(2)	Common Stock	992
Non-Qualified Stock Options 11/3/2016	\$ 74.7	03/01/2019		J		3,711	(2)	(2)	Common Stock	3,711
Performance Stock Equivalents 11/3/2016	\$ 0	03/01/2019		J		4,462	(2)	(2)	Common Stock	4,462
Restricted Stock Equivalent 11/13/2017	\$ 0	03/01/2019		J		4,981	(2)	(2)	Common Stock	4,981
Non-Qualified Stock Options 11/13/2017	\$ 58.9	03/01/2019		J		12,005	(2)	(2)	Common Stock	12,005
Performance Stock Equivalents 11/13/2017	\$ 0	03/01/2019		J		31,127	(2)	(2)	Common Stock	31,127
Restricted Stock Equivalents 11/15/2018	\$ 0	03/01/2019		J		23,180	(2)	(2)	Common Stock	23,180
Non-Qualified Stock Options 11/15/2018	\$ 42.71	03/01/2019		J		50,887	(2)	(2)	Common Stock	50,887
Performance Stock Equivalents	\$ 0	03/01/2019		J		241,162	(2)	(2)	Common Stock	241,162

11/15/2018

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HATFIELD DAVID P C/O EDGEWELL PERSONAL CARE COMPANY 1350 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017	X			

Signatures

Marisa Iasenza,
Attorney-in-Fact

03/04/2019

**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) Previously deferred Restricted Stock Equivalents converted into shares of Edgewell common stock due to Mr. Hatfield's departure from the Company on March 1, 2019. These shares of Edgewell common stock will be delivered to Mr. Hatfield on September 3, 2019.
 - (2) Unvested award forfeited upon Mr. Hatfield's departure from the Company on March 1, 2019.
 - (3) These shares vested upon Mr. Hatfield's departure from the Company on March 1, 2019. These shares will be delivered to Mr. Hatfield on September 3, 2019.
 - (4) These options vested upon Mr. Hatfield's departure from the Company. He will have 5 years from his departure date to exercise them.
These PSEs will vest and convert into shares of Edgewell common stock upon the release of earnings for fiscal year ending September 30, 2019 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 goal for the PSEs is the adjusted earnings per share of the Company for its 2019 fiscal year.
 - (5) These PSEs will vest and convert into shares of Edgewell common stock upon the release of earnings for fiscal year ending September 30, 2020 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 goal 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.

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.