

Post Holdings, Inc.
Form 4
December 17, 2013

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 *
VITALE ROBERT V

(Last) (First) (Middle)

C/O POST HOLDINGS, INC., 2503
S. HANLEY ROAD

(Street)

ST. LOUIS, MO 63144

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Post Holdings, Inc. [POST]

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/16/2013		G ⁽¹⁾	V 50,667 D \$ 0	4,224	D	
Common Stock	12/16/2013		G	V 50,667 A \$ 0	50,667	I	By Trust

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

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(9-02)

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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 Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (Right to Buy)	\$ 31.25	12/16/2013		G ⁽²⁾	V	100,000		⁽³⁾ 05/29/2022	Common Stock
Employee Stock Option (Right to Buy)	\$ 31.25	12/16/2013		G	V	100,000		⁽³⁾ 05/29/2022	Common Stock
Employee Stock Option (Right to Buy)	\$ 33.89	12/16/2013		G ⁽⁴⁾		10,000		⁽⁵⁾ 11/19/2022	Common Stock
Employee Stock Option (Right to Buy)	\$ 33.89	12/16/2013		G		10,000		⁽⁵⁾ 11/19/2022	Common Stock
Employee Stock Option (Right to Buy)	\$ 33.89	12/16/2013		G ⁽⁶⁾		10,000		⁽⁵⁾ 11/19/2022	Common Stock
Employee Stock Option (Right to Buy)	\$ 33.89	12/16/2013		G		10,000		⁽⁵⁾ 11/19/2022	Common Stock
Employee Stock Option (Right to Buy)	\$ 33.89	12/16/2013		G ⁽⁷⁾		10,000		⁽⁵⁾ 11/19/2022	Common Stock
Employee Stock	\$ 33.89	12/16/2013		G		10,000		⁽⁵⁾ 11/19/2022	Common Stock

Option (Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 33.89	12/16/2013	G ⁽²⁾	70,000	(5)	11/19/2022	Common Stock	
Employee Stock Option (Right to Buy)	\$ 33.89	12/16/2013	G	70,000	(5)	11/19/2022	Common Sstock	
Employee Stock Option (Right to Buy)	\$ 40.3	12/16/2013	G ⁽²⁾	100,000	(3)	10/15/2023	Common Stock	
Employee Stock Option (Right to Buy)	\$ 40.3	12/16/2013	G	100,000	(3)	10/15/2023	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VITALE ROBERT V C/O POST HOLDINGS, INC. 2503 S. HANLEY ROAD ST. LOUIS, MO 63144			Chief Financial Officer	

Signatures

/s/ Diedre J. Gray,
Attorney-in-Fact

12/17/2013

**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) Transfer of restricted stock units by the Reporting Person to the Reporting Person's revocable trust.
 - (2) Transfer of stock options by the Reporting Person to the Reporting Person's recovable trust.
 - (3) The option to purchase 100,000 shares of common stock was awarded under the Post Holdings, Inc. 2012 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in equal increments over three years.

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- (4) Bona fide gift of 10,000 stock options to a trust for the benefit of the Reporting Person's spouse.
- (5) The option to purchase 100,000 shares of common stock was awarded under the Post Holdings, Inc. 2012 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in full on the seventh anniversary of the date of grant.
- (6) Bona fide gift of 10,000 stock options to a trust for the benefit of the Reporting Person's son.
- (7) Bona fide gift of 10,000 stock options to a trust for benefit of the Reporting Person's daughter.

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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