

EDGEWELL PERSONAL CARE Co
 Form 4
 July 10, 2015

FORM 4

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

OMB APPROVAL

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

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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

(Last) (First) (Middle)

C/O EDGEWELL PERSONAL CARE COMPANY, 1350 TIMBERLAKE MANOR PARKWAY

(Street)

CHESTERFIELD, MO 63017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/08/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)		
				(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Equivalent 11/13/2014	\$ 0	07/08/2015		A ⁽¹⁾		8,884		<u>(2)</u>	<u>(2)</u>	Common Stock	8,884
Restricted Stock Equivalent 11/06/2013	\$ 0	07/08/2015		A ⁽¹⁾		2,809		<u>(3)</u>	<u>(3)</u>	Common Stock	2,809
Restricted Stock Equivalent 12/10/2012	\$ 0	07/08/2015		A ⁽¹⁾		6,087		<u>(4)</u>	<u>(4)</u>	Common Stock	6,087
Restricted Stock Equivalent 10/13/2008	\$ 0	07/08/2015		A ⁽¹⁾		6,571		<u>(5)</u>	<u>(5)</u>	Common Stock	6,571
Restricted Stock Equivalent 10/10/2007	\$ 0	07/08/2015		A ⁽¹⁾		4,600		<u>(5)</u>	<u>(5)</u>	Common Stock	4,600
Restricted Stock Equivalent 10/12/2009	\$ 0	07/08/2015		A ⁽¹⁾		8,672		<u>(5)</u>	<u>(5)</u>	Common Stock	8,672
Restricted Stock Equivalent 05/19/2003	\$ 0	07/08/2015		A ⁽¹⁾		12,761		<u>(5)</u>	<u>(5)</u>	Common Stock	12,761
Restricted Stock Equivalent 11/06/2013	\$ 0	07/08/2015		A ⁽¹⁾⁽⁶⁾		8,429		<u>(7)</u>	<u>(7)</u>	Common Stock	8,429
Restricted Stock Equivalent 12/10/2012	\$ 0	07/08/2015		A ⁽¹⁾		14,203		<u>(8)</u>	<u>(8)</u>	Common Stock	14,203

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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) One-third of the RSE granted will vest and convert into shares of Edgewell Common Stock on each of 07/08/2016, 07/08/2017 and 07/08/2018 if Reporting Person is employed on said dates or all or a portion may vest upon death, disability, change of control or certain termination events.

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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