

DREYER ELIZABETH E.

Form 4

November 15, 2017

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DREYER ELIZABETH E.

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, 1350  
TIMBERLAKE MANOR  
PARKWAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/13/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP, Controller & CAO

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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)**

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options 11/13/2017	\$ 58.9	11/13/2017		A	3,070	11/13/2018 <sup>(1)</sup>		11/13/2027		Common Stock	3
Restricted Stock Equivalents (RSE) 11/13/2017	\$ 0	11/13/2017		A	1,274	11/13/2018 <sup>(2)</sup>		<sup>(2)</sup>		Common Stock	1
Performance Stock Equivalents (PSE) 11/13/2017	\$ 0	11/13/2017		A	4,245	11/13/2020 <sup>(3)</sup>		<sup>(3)</sup>		Common Stock	4

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DREYER ELIZABETH E. C/O EDGEWELL PERSONAL CARE COMPANY 1350 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017			VP, Controller & CAO	

## Signatures

Jeffrey A. Gershowitz,  
Attorney-in-Fact

11/15/2017

\_\_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) One-third of the Options will become exercisable on each of 11/13/2018, 11/13/2019 and 11/13/2020, as long as the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (2) One-third of the RSEs will vest and convert into shares of Edgewell common stock on each of 11/13/2018, 11/13/2019 and 11/13/2020 if the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain

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termination events.

- (3) The PSEs will vest and convert into shares of Edgewell common stock on the date that Edgewell releases its earnings for the fiscal year ending September 30, 2020 if specified performance criteria are met, subject to the exercise of negative discretion by the Nominating and Executive Compensation Committee of Edgewell's Board of Directors. The performance goals 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. The percentage of the PSEs vesting will range from 0% to 100% based on performance.

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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