

EDGEWELL PERSONAL CARE Co
 Form 4
 July 10, 2015

FORM 4

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

OMB APPROVAL

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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

(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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Controller & CAO

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)		
				(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)	8. F...
Restricted Stock Equivalent 01/05/2015	\$ 0	07/08/2015		A ⁽¹⁾	3,152	(⁽²⁾) (⁽²⁾)	Common Stock 3,152	Amount or Number of Shares
Restricted Stock Equivalent 07/08/2015	\$ 0	07/08/2015		A	3,503	(⁽³⁾) (⁽³⁾)	Common Stock 3,503	

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

/s/ Jeffrey Gershowitz, Attorney
in Fact 07/10/2015

__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).

Pursuant to the Employee Matters Agreement, by and between Edgewell Personal Care Company ("Edgewell") and Energizer Holdings, Inc. ("Energizer"), dated as of June 25, 2015, to reflect the separation of Energizer from Edgewell by means of a pro rata distribution of

(1) 100% of the outstanding shares of Energizer common stock to Edgewell stockholders of record on June 16, 2015, each outstanding restricted stock equivalent award ("RSE") owned by the Reporting Person was adjusted on July 8, 2015 to maintain the intrinsic value of the award.

(2) Fifty percent of the RSE will vest and convert into shares of Edgewell Common Stock on 01/05/2016 and the remaining fifty percent will vest and convert into shares of Edgewell Common Stock on 01/05/2017, in each case if Reporting Person is employed on said date. All or a portion may vest upon death, disability, change of control or certain termination events.

(3) 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

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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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