

Sheldon Sandra J
 Form 4
 February 01, 2018

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 *
 Sheldon Sandra J

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)
 01/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

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)
Common Stock				(A) or (D) Price	19,687	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)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Equivalents 11/13/2017	\$ 0	01/31/2018		J	5,298	(1) (1)	Common Stock 5,298
Non-Qualified Stock Options 11/13/2017	\$ 58.9	01/31/2018		J	12,769	(1) (1)	Common Stock 12,769
Performance Stock Equivalents 11/13/2017	\$ 0	01/31/2018		J	17,658	(1) (1)	Common Stock 17,658
Restricted Stock Equivalents 11/3/2016	\$ 0	01/31/2018		J	3,094	(1) (1)	Common Stock 3,094
Non-Qualified Stock Options 11/3/2016	\$ 74.7	01/31/2018		J	11,578	(1) (1)	Common Stock 11,578
Performance Stock Equivalents 11/3/2016	\$ 0	01/31/2018		J	6,962	(1) (1)	Common Stock 6,962
Restricted Stock Equivalents 7/8/2015	\$ 0	01/31/2018		J	4,336	(1) (1)	Common Stock 4,336
Non-Qualified Stock Options 7/6/2015	\$ 100.68	01/31/2018		J	15,062	(1) (1)	Common Stock 15,062

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Sheldon Sandra J
C/O EDGEWELL PERSONAL CARE COMPANY
1350 TIMBERLAKE MANOR PARKWAY
CHESTERFIELD, MO 63017

Chief Financial Officer

Signatures

Jeffrey A. Gershowitz,
Attorney-in-Fact

02/01/2018

__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) Unvested award forfeited upon Ms. Sheldon's departure from the Company on January 31, 2018.

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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