

Post Holdings, Inc.
Form 4
June 02, 2015

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)
05/29/2015

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 Price			
Common Stock	05/29/2015		F(1)	2,113 D \$ 43.26	44,328	I	By 2000 Trust
Common Stock					29,224	D	
Common Stock					6,190	I	By 2014 Trust

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

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number.

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Options (right to buy)	\$ 49.48	05/15/2015		G ⁽²⁾	V		10,000	⁽³⁾	02/27/2025	Common Stock	
Employee Stock Options (right to buy)	\$ 49.48	05/15/2015		G	V	10,000		⁽³⁾	02/27/2025	Common Stock	
Employee Stock Options (right to buy)	\$ 49.48	05/15/2015		G ⁽⁴⁾	V		10,000	⁽³⁾	02/27/2025	Common Stock	
Employee Stock Options (right to buy)	\$ 49.48	05/15/2015		G	V	10,000		⁽³⁾	02/27/2025	Common Stock	
Employee Stock Options (right to buy)	\$ 49.48	05/15/2015		G ⁽⁵⁾	V		10,000	⁽³⁾	02/27/2025	Common Stock	
Employee Stock Options (right to buy)	\$ 49.48	05/15/2015		G	V	10,000		⁽³⁾	02/27/2025	Common Stock	
Employee Stock Options (right to buy)	\$ 49.48	05/15/2015		G ⁽⁶⁾	V		270,000	⁽³⁾	02/27/2025	Common Stock	

Employee
 Stock
 Options \$ 49.48 05/15/2015 G V 270,000 ⁽³⁾ 02/27/2025 Common
 (right to Stock
 buy)

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	X		PRESIDENT & CEO	

Signatures

/s/ Diedre J. Gray,
 Attorney-in-Fact 06/02/2015

**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).
- (1) Surrender of 2,113 shares in payment of tax withholding due as a result of the vesting of 6,334 RSUs in accordance with Rule 16b-3.
- (2) Bona fide gift of 10,000 stock options to a trust for the benefit of the Reporting Person's spouse.
- (3) The option to purchase 300,000 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.
- (4) Bona fide gift of 10,000 stock options to a trust for the benefit of the Reporting Person's son.
- (5) Bona fide gift of 10,000 stock options to a trust for the benefit of the Reporting Person's daughter.
- (6) Transfer of stock options by the Reporting Person to the Reporting Person's revocable trust.

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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