

HATFIELD DAVID P

Form 4

March 05, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
HATFIELD DAVID P2. 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  
PARKWAY3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2019☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

CHESTERFIELD, MO 63017

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

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|----------------------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount               | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 03/01/2019                           |                                                    | M                              |                                                                   | 52,238<br><u>(1)</u> | A \$ 0           | 104,615                                                                                       | I                                                        | Shares owned by Joint Trust                           |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                      |                  | 18,619                                                                                        | D                                                        |                                                       |

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**SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable Expiration<br>Date Date                    | Title Amount<br>Number<br>Shares                                    |
| Restricted<br>Stock<br>Equivalent<br>11/3/2016      | \$ 0                                                                  | 03/01/2019                              |                                                             | J                                       | 992                                                                                                       | (2) (2)                                                        | Common<br>Stock 992                                                 |
| Non-Qualified<br>Stock Options<br>11/3/2016         | \$ 74.7                                                               | 03/01/2019                              |                                                             | J                                       | 3,711                                                                                                     | (2) (2)                                                        | Common<br>Stock 3,711                                               |
| Performance<br>Stock<br>Equivalents<br>11/3/2016    | \$ 0                                                                  | 03/01/2019                              |                                                             | J                                       | 4,462                                                                                                     | (2) (2)                                                        | Common<br>Stock 4,462                                               |
| Restricted<br>Stock<br>Equivalent<br>11/13/2017     | \$ 0                                                                  | 03/01/2019                              |                                                             | J                                       | 4,981                                                                                                     | (2) (2)                                                        | Common<br>Stock 4,981                                               |
| Non-Qualified<br>Stock Options<br>11/13/2017        | \$ 58.9                                                               | 03/01/2019                              |                                                             | J                                       | 12,005                                                                                                    | (2) (2)                                                        | Common<br>Stock 12,005                                              |
| Performance<br>Stock<br>Equivalents<br>11/13/2017   | \$ 0                                                                  | 03/01/2019                              |                                                             | J                                       | 31,127                                                                                                    | (2) (2)                                                        | Common<br>Stock 31,127                                              |
| Restricted<br>Stock<br>Equivalents<br>11/15/2018    | \$ 0                                                                  | 03/01/2019                              |                                                             | J                                       | 23,180                                                                                                    | (2) (2)                                                        | Common<br>Stock 23,180                                              |
| Non-Qualified<br>Stock Options<br>11/15/2018        | \$ 42.71                                                              | 03/01/2019                              |                                                             | J                                       | 50,887                                                                                                    | (2) (2)                                                        | Common<br>Stock 50,887                                              |
| Performance<br>Stock<br>Equivalents                 | \$ 0                                                                  | 03/01/2019                              |                                                             | J                                       | 241,162                                                                                                   | (2) (2)                                                        | Common<br>Stock 241,162                                             |

11/15/2018

## Reporting Owners

| Reporting Owner Name / Address                                                                                    | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                   | Director      | 10% Owner | Officer | Other |
| HATFIELD DAVID P<br>C/O EDGEWELL PERSONAL CARE COMPANY<br>1350 TIMBERLAKE MANOR PARKWAY<br>CHESTERFIELD, MO 63017 | X             |           |         |       |

## Signatures

Marisa Iasenza,  
Attorney-in-Fact

03/04/2019

\_\_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) Previously deferred Restricted Stock Equivalents converted into shares of Edgewell common stock due to Mr. Hatfield's departure from the Company on March 1, 2019. These shares of Edgewell common stock will be delivered to Mr. Hatfield on September 3, 2019.
- (2) Unvested award forfeited upon Mr. Hatfield's departure from the Company on March 1, 2019.
- (3) These shares vested upon Mr. Hatfield's departure from the Company on March 1, 2019. These shares will be delivered to Mr. Hatfield on September 3, 2019.
- (4) These options vested upon Mr. Hatfield's departure from the Company. He will have 5 years from his departure date to exercise them.  
These PSEs will vest and convert into shares of Edgewell common stock upon the release of earnings for fiscal year ending September 30, 2019 if specified performance criteria are met subject to the exercise of negative discretion by the Compensation Committee of Edgewell's Board of Directors. The performance goal for the PSEs is the adjusted earnings per share of the Company for its 2019 fiscal year.
- (5) These PSEs will vest and convert into shares of Edgewell common stock upon the release of earnings for fiscal year ending September 30, 2020 if specified performance criteria are met subject to the exercise of negative discretion by the Compensation Committee of Edgewell's Board of Directors. The performance goal 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.