Post Holdings, Inc. Form 4 February 04, 2016

## FORM 4

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

OMB APPROVAL

Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5
obligations
may continue.
See Instruction

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

1(b).

Common

Common

Common

Stock

Stock

Stock

02/02/2016

(Print or Type Responses)

1. Name and A VITALE RO	Address of Reporting F OBERT V	Symbol	r Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  _X_ Director 10% OwnerX_ Officer (give title Other (specify below) PRESIDENT & CEO			
(Last)  C/O POST : S. HANLE	HOLDINGS, INC	fiddle) 3. Date of (Month/E	f Earliest Transaction  Day/Year)				
	(Street)		endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ST. LOUIS	, MO 63144			Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tabl	le I - Non-Derivative Securities Ac	quired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V. Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			

Code V

A

Amount

174,855

(1)

(D)

Price

\$0

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

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241,299

41,792

6,190

D

I

Ι

### Edgar Filing: Post Holdings, Inc. - Form 4

#### number.

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		Acquired posed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Employee Stock Options (right to buy)	\$ 60.5	02/04/2016		G(2)	V		10,000	(3)	11/16/2025	Common Stock	10,
Employee Stock Options (right to buy)	\$ 60.5	02/04/2016		G	V	10,000		(3)	11/16/2025	Common Stock	10,
Employee Stock Options (right to buy)	\$ 60.5	02/04/2016		G(4)	V		10,000	(3)	11/16/2025	Common Stock	10,
Employee Stock Options (right to buy)	\$ 60.5	02/04/2016		G	V	10,000		(3)	11/16/2025	Common Stock	10,
Employee Stock Options (right to buy)	\$ 60.5	02/04/2016		G(5)	V		10,000	(3)	11/16/2025	Common Stock	10,
Employee Stock Options (right to buy)	\$ 60.5	02/04/2016		G	V	10,000		(3)	11/16/2025	Common Stock	10,

## **Reporting Owners**

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

VITALE ROBERT V C/O POST HOLDINGS, INC. 2503 S. HANLEY ROAD ST. LOUIS. MO 63144

PRESIDENT & CEO

## **Signatures**

/s/ Diedre J. Gray, Attorney-in-Fact 02/04/2016

\*\*Signature of Reporting Person I

## **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).
- Each restricted stock unit represents a contingent right to receive one share of Post Holdings, Inc. common stock. The restricted stock
- (1) units were awarded under the Post Holdings, Inc. 2016 Long-Term Incentive Plan in a transaction exempt under Rule 16b-1 and vest in full on the fifth anniversary of the date of grant subject to the terms of the award agreement.
- (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 130,000 shares of common stock was awarded on November 16, 2015 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.

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.

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