

Post Holdings, Inc.
Form 4
February 04, 2016

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)
02/02/2016

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)
			Code	V	Amount or Price		
Common Stock	02/02/2016		A		174,855 (1)	A	\$ 0
Common Stock					241,299	D	
Common Stock					41,792	I	By 2000 Trust
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)	
					(A)	(D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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			
	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

02/04/2016

**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).
- 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.