

DWYER JAMES E JR
 Form 4
 November 15, 2017

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 *
 DWYER JAMES E JR

(Last) (First) (Middle)
 301 CARLSON PARKWAY
 (Street)

MINNETONKA, MN 55305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Post Holdings, Inc. [POST]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/13/2017

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)
 PRES & CEO-MICHAEL FOODS GROUP

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)	Price		
Common Stock	11/14/2017		F	896 ⁽¹⁾	\$ 79.94	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)

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

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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 Units	(2)	11/13/2017		A	8,311	(3) 11/13/2027	Common Stock 8,311
Employee Stock Option (right to buy)	\$ 80.15	11/13/2017		A	35,620	(4) 11/13/2027	Common Stock 35,620

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DWYER JAMES E JR 301 CARLSON PARKWAY MINNETONKA, MN 55305			PRES & CEO-MICHAEL FOODS GROUP	

Signatures

/s/ Diedre J. Gray,
Attorney-in-Fact

11/15/2017

**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 shares in payment of tax withholding due as a result of the vesting of 2,666 RSUs in accordance with Rule 16b-3.

(2) Each restricted stock unit represents a contingent right to receive one share of Post Holdings, Inc. common stock or a cash payment equal to the fair market value of one share of common stock at the Company's discretion upon vesting. The restricted stock units were awarded on November 13, 2017 under the Post Holdings, Inc. 2016 Long-Term Incentive Plan in a transaction exempt under Rule 16b-1 and vest in equal increments over three years.

(3) One-third of the restricted stock units vest on each of the first, second, and third anniversaries of the date of grant.

(4) The option to purchase 35,620 shares of common stock was awarded under the Post Holdings, Inc. 2016 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in equal increments over three years.

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.