

Post Holdings, Inc.
Form 4
February 09, 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 *
STIRITZ WILLIAM P

(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)

02/08/2016

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)

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	Price	
Common Stock	02/08/2016		P		200,000	\$ 63.59 (1)	1,081,996 D
Common Stock	02/08/2016		P		79,907	\$ 63.72 (2)	80,073 I By Spouse
Common Stock	02/08/2016		P		199,735	\$ 63.77 (3)	199,735 I By Trust (4)
Common Stock	02/09/2016		P		70,000	\$ 63.4 (5)	150,073 I By Spouse

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

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

Table with 9 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 6). Includes sub-headers for Date Exercisable and Expiration Date, and Title or Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Entry for STIRITZ WILLIAM P, C/O POST HOLDINGS, INC., 2503 S. HANLEY ROAD, ST. LOUIS, MO 63144 with an 'X' in the Director column.

Signatures

/s/ Diedre J. Gray, Attorney-in-Fact, 02/09/2016. Legend: **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) Purchase of 200,000 shares of common stock on February 8, 2016 at prices ranging from \$63.26 to \$63.97, with an average price of \$63.59.
(2) Purchase of 79,907 shares of common stock on February 8, 2016 at prices ranging from \$63.27 to \$63.86, with an average price of \$63.72.
(3) Purchase of 199,735 shares of common stock on February 8, 2016 at prices ranging from \$63.71 to \$63.99, with an average price of \$63.77.
(4)

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Purchase of stock in the account of the Wildwood Trust dated September 6, 2012. The Reporting Person is the grantor and trustee of the Wildwood Trust, and the Reporting Person's spouse and children are the beneficiaries.

- (5) Purchase of 70,000 shares of common stock on February 9, 2016 at prices ranging from \$62.11 to \$64.01, with an average price of \$63.40.

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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