Post Holdings, Inc. Form 5 November 23, 2016

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer STIRITZ WILLIAM P Symbol Post Holdings, Inc. [POST] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner Officer (give title 09/30/2016 Other (specify below) below) C/O POST HOLDINGS. INC., Â 2503 S. HANLEY ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ST. LOUIS, MOÂ 63144 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and 4) Amount (D) Price \$ By Common 02/08/2016 Â P4 10,000 63.8817 $11,099^{(2)}$ I Daughter Α Stock (1) (3) By Common Â

P4

P4

2,000

1.001

A

\$ 67.72

\$ 69.99

02/23/2016

03/01/2016

Â

Stock

Stock

Common

Daughter

Daughter

(3)

By

I

I

13,099

14,100

									(3)
Common Stock	05/06/2016	Â	P4	400	A	\$ 74.06	14,500	I	By Daughter
Common Stock	08/09/2016	Â	P4	3,240	A	\$ 83.7897 (4)	20,000 (5)	I	By Daughter
Common Stock	02/08/2016	Â	P4	20,000	A	\$ 63.8657 <u>(6)</u>	23,091 (7) (8)	I	By Son (3)
Common Stock	Â	Â	Â	Â	Â	Â	1,081,996	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	150,073	I	By Spouse
Common Stock	Â	Â	Â	Â	Â	Â	199,735	I	By Trust

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 displays a currently valid OMB control number.

SEC 2270 (9-02)

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
		Derivative				Securities			(Instr.	3 and 4)	
		Security				Acquired					
		•				(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										A	
										Amount	
							Date	Expiration	m: .1	or	
							Exercisable	Date		Number	
					(A) (D)			of			
						(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
STIRITZ WILLIAM P C/O POST HOLDINGS, INC. 2503 S. HANLEY ROAD ST. LOUIS, MO 63144	ÂX	Â	Â	Â			

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Signatures

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

11/23/2016

**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).
- The reported price in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$64.29 to \$64.55 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) Includes 1,099 shares obtained prior to the Reporting Person having beneficial ownership.
- (3) Adult child that does not reside in the Report Person's household in which the Reporting Person has shared investment powers.
- The reported price in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$83.78 to \$83.79 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) Includes 2,260 shares transferred from an account where the Reporting Person did not have investment powers or beneficial ownership.
 - The reported price in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$62.28 to \$64.66 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the
- Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) Includes 1,341 shares obtained prior to the Reporting Person having beneficial ownership.
- (8) Includes 1,750 shares transferred from an account where the Reporting Person did not have investment powers or beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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