

GRAY DIEDRE J  
Form 3  
September 04, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â GRAY DIEDRE J  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
09/01/2012

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O POST HOLDINGS, INC.,Â 2503 S. HANLEY ROAD

(Street)

ST. LOUIS,Â MOÂ 63144

(City) (State) (Zip)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
SVP, GEN. COUNSEL & SEC'Y

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 Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

|                        |       |            |                 | Shares |        | or Indirect<br>(1)<br>(Instr. 5) |   |
|------------------------|-------|------------|-----------------|--------|--------|----------------------------------|---|
| Restricted Stock Units | Â (1) | 08/07/2022 | Common<br>Stock | 5,000  | \$ (2) | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| GRAY DIEDRE J<br>C/O POST HOLDINGS, INC.<br>2503 S. HANLEY ROAD<br>ST. LOUIS, MO 63144 | Â             | Â         | Â SVP, GEN. COUNSEL & SEC'Y | Â     |

## Signatures

/s/ Diedre J.  
Gray

09/04/2012

Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) One-third of the restricted stock units vest on each of the first, second, and third anniversaries of the date of grant.
- (2) Each restricted stock unit represents a contingent right to receive a cash payment equal to the fair market value of one share of Post Holdings, Inc. common stock upon vesting.

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### Remarks:

See attached Exhibit 24 - Power of Attorney.

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.