Post Holdings, Inc. Form 4 October 14, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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)

STIRITZ WILLIAM P

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

Symbol

(Month/Day/Year)

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

(Middle)

(Zip)

(First)

1. Name and Address of Reporting Person *

(Street)

(State)

(Month/Day/Year)

ST. LOUIS, MO 63144

2. Issuer Name and Ticker or Trading

Post Holdings, Inc. [POST]

3. Date of Earliest Transaction

10/09/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (T) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securitie Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Employee Stock Options (right to buy)	\$ 55	10/09/2014		A		1,000,000		<u>(1)</u>	10/09/2024	Common Stock	1,000

Reporting Owners

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

Signatures

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

**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 option to purchase 1,000,000 shares of common stock was awarded 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. Pursuant to the Reporting Person's non-qualified stock option award agreement, the options are not exercisable until the Reporting Person is no longer an officer of the Company.

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.

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