BANKS DAVID R Form 4

January 31, 2013

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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)

(Last)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * BANKS DAVID R

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Post Holdings, Inc. [POST]

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

C/O POST HOLDINGS, INC., 2503 01/29/2013 S. HANLEY ROAD

(Street)

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

ST. LOUIS, MO 63144

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Following

Reported

Transaction(s)

(Instr. 3 and 4)

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed 3. 4. Securities TransactionAcquired (A) or Execution Date, if Code Disposed of (D)

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned

(I) Ownership (Instr. 4) (Instr. 4)

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

Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities Acquired (Month/Day/Year)

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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Derivative (D) Security (Instr. 3, 4, and 5) Expiration Title Code V (A) (D) Date Amou Exercisable Date Numbe Shares Post Holdings, 22,698.798 Common (3) (3) <u>(1)</u> 01/29/2013 22,69 Inc. Stock (2) Stock

(Month/Day/Year) (Instr. 8) (A) or Disposed of

Reporting Owners

Price of

Reporting Owner Name / Address

Director 10% Owner Officer Other

BANKS DAVID R
C/O POST HOLDINGS, INC.
2503 S. HANLEY ROAD
ST. LOUIS, MO 63144

Signatures

(Instr. 3)

Equivalents

/s/ Diedre J. Gray, Attorney-in-Fact 01/31/2013

**Signature of Reporting Person Da

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) Each stock equivalent is the economic equivalent of one share of common stock. The value of these stock equivalents is distributed (on a one-for-one basis) in the form of cash upon retirement from the Board of Directors.
- Receipt by the reporting person of 22,698.798 stock equivalents resulting from a transfer of stock equivalents in the Ralcorp common stock fund. As of January 29, 2013, the Ralcorp common stock fund was dissolved and the reporting person completed an election to have the balance transferred into the Post Holdings, Inc. common stock fund within the issuer's deferred compensation plan.
- (3) The stock equivalents have no fixed exercisable or expiration dates.

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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