

OMB APPROVAL	
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Edison Jeffrey</u>  (Last) (First) (Middle) 11501 NORTHLAKE DRIVE  (Street) CINCINNATI OH 45249  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Phillips Edison &amp; Company, Inc. [ PECO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/04/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/04/2023		A <sup>(1)</sup>		27,300	A	\$0	241,022	D	
Common Stock	08/04/2023		F <sup>(2)</sup>		6,190	D	\$35.53	234,832	D	
Common Stock								77,354 <sup>(3)</sup>	I	By PELP <sup>(4)</sup>
Common Stock								33,333 <sup>(3)</sup>	I	By Father's Trust
Common Stock								12,088 <sup>(3)</sup>	I	By Edison Properties LLC
Common Stock								11,111 <sup>(3)</sup>	I	By Jeffrey Edison Trust
Common Stock								11,111 <sup>(3)</sup>	I	By Brother's Trust
Common Stock								11,111 <sup>(3)</sup>	I	By Sister in Law's Trust

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents shares of Common Stock earned based upon the Issuer's achievement of the NAV Modifier performance metrics under the 2020-2022 Performance-Based LTIP Units, 50% of which are vested and 50% of which vest on December 31, 2023, subject to continued service with the Company.
- Represents shares of Common Stock surrendered to cover tax liability upon vesting of earned 2020-2022 Performance-Based LTIP Units.

3. Reflects total shares held by the entity, and as to which Mr. Edison has shared voting and dispositive power. Mr. Edison disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

4. Phillips Edison Limited Partnership ("PELP") is a Delaware limited partnership. Mr. Edison is the manager of the general partner of PELP.

**Remarks:**

/s/ Jennifer Robison,  
Attorney-in-Fact

08/08/2023

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**