

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Edison Jeffrey</u>			2. Issuer Name and Ticker or Trading Symbol <u>Phillips Edison & Company, Inc. [NONE]</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) Chairman and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2020</u>					
<u>11501 NORTHLAKE DRIVE</u>								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>CINCINNATI</u>	<u>OH</u>	<u>45249</u>						
(City)	(State)	(Zip)						

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				

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	Title	Amount or Number of Shares				
Phantom Units	(1)	12/31/2020		M			74,250	(1)	(1)	Common Stock	74,250	\$8.75	0	D	
Class B Units	(2)(3)	01/01/2021		J			68,857	(2)(3)	(2)(3)	OP Units	68,857	\$8.75	157,105	D	
OP Units	(4)	01/01/2021		J		68,857		(3)	(3)	Common Stock	68,857	\$8.75	21,436,723.119	D	
OP Units	(5)	01/01/2021		J		12,502.985		(3)	(3)	Common Stock	12,502.985	\$8.75	675,052.217	I	Held by PELP
OP Units	(6)	01/01/2021		J		12,502.985		(3)	(3)	Common Stock	12,502.985	\$8.75	21,449,226.104	D	
OP Units	(7)	01/01/2021		J		49,148.922		(3)	(3)	Common Stock	49,148.922	\$8.75	724,201.139	I	Held by PELP

Explanation of Responses:

- Reflects phantom units that vested on December 31, 2020 and were settled in cash.
- Represents vesting of Class B Units of limited partnership interests ("Class B Units") in Phillips Edison Grocery Center Operating Partnership I, L.P., a Delaware limited partnership ("PECO OP"), previously issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs. At issuance, the Class B Units were subject to vesting, and did not have full parity with common units of limited partnership interest in PECO OP ("OP Units") with respect to liquidating distributions, but upon the occurrence of certain events described in PECO OP's partnership agreement, could over time achieve full parity with the OP Units for all purposes. Upon vesting on 1/1/21, having previously achieved full parity with OP Units, the Class B Units were converted into an equal number of OP Units.
- OP Units are exchangeable, at the election of the holder, for cash equal to the fair market value of one share of the Issuer's common stock or, at the option of PECO OP, shares of the Issuer's common stock on a one-to-one basis, beginning one year from the date of issuance and have no expiration date.
- Reflects the number of OP Units received upon conversion of an equal number Class B Units in the line above.
- Reflects OP Units acquired by the Reporting Person as a distribution from Phillips Edison Limited Partnership ("PELP"). This is a correction to the typographical error made in the number of OP Units reported indirectly held by PELP in the Form 4 filed on January 3, 2020.
- Reflects OP Units distributed by PELP to the Reporting Person in the line above.
- Reflects Reporting Person's indirect ownership of OP Units received by PELP from the wind-down of a separate investment.

Remarks:

/s/ Tanya Brady, Attorney-in-Fact 01/04/2021

** 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.