

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>			2. Issuer Name and Ticker or Trading Symbol <u>Phillips Edison & 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) Chairman and CEO			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
11501 NORTHLAKE DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
CINCINNATI	OH	45249							

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				
Class B Units	(1)(2)	12/31/2021		M			14,778	(1)(2)	(1)(2)	Common Stock	14,778	\$0	199,943.407	D	
Class B Units	(1)(2)	01/01/2022		M			22,953	(1)(2)	(1)(2)	Common Stock	22,953	\$0	176,990.407	D	
OP Units	(2)	10/15/2021		G	V		400,000	(2)	(2)	Common Stock	400,000	\$0	2,847,140.689 ⁽³⁾	D	
OP Units	(2)	10/15/2021		G	V	400,000		(2)	(2)	Common Stock	400,000	\$0	417,055.646 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	I	By Spouse's Trust
OP Units	(2)	10/20/2021		G	V		182,500	(2)	(2)	Common Stock	182,500	\$0	2,664,640.689	D	
OP Units	(2)	10/20/2021		G	V	182,500		(2)	(2)	Common Stock	182,500	\$0	2,220,106.942 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	I	By Jeffrey Edison Family Trust
OP Units	(2)	10/29/2021		G	V		207,500	(2)	(2)	Common Stock	207,500	\$0	209,555.646 ⁽⁶⁾	I	By Spouse's Trust
OP Units	(2)	10/29/2021		G	V	207,500		(2)	(2)	Common Stock	207,500	\$0	473,884.572 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	I	By Spouse's Family Trust
OP Units	(1)(2)	12/31/2021		M			14,778	(1)(2)	(1)(2)	Common Stock	14,778	\$0	2,679,418.689	D	
OP Units	(1)(2)	01/01/2022		M			22,953	(1)(2)	(1)(2)	Common Stock	22,953	\$0	2,702,371.689	D	
OP Units	(2)							(2)	(2)	Common Stock	391,936.056		391,936.056 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	I	By Edison Family Trust
OP Units	(2)							(2)	(2)	Common Stock	251,691.794		251,691.794 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	I	By Old 97, Inc
OP Units	(2)							(2)	(2)	Common Stock	300,534.081		300,534.081 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	I	By Edison Ventures Trust
OP Units	(2)							(2)	(2)	Common Stock	1,030,857.28		1,030,857.28 ⁽⁵⁾⁽⁶⁾	I	By Edison Properties LLC
OP Units	(2)							(2)	(2)	Common Stock	55,062.582		55,062.582 ⁽⁶⁾⁽⁷⁾	I	By Father's Trust

Explanation of Responses:

- 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, 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.
- On July 2, 2021, the Issuer effected a one-for-three reverse split (the "Reverse Split") of all of its issued and outstanding Common Stock, OP Units and Class B Units, which resulted in the Reporting Person's direct ownership of OP Units prior to this gift being reduced from 9,741,422.068 OP Units to 3,247,140.689 OP Units.
- Reflects a decrease in OP Units resulting from the Reverse Split.
- OP Units previously reported as directly held by Mr. Edison.
- 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.
- Mr. Edison acquired an indirect beneficial ownership in these securities upon his appointment as a trustee to this trust on September 30, 2021.

Remarks:

/s/ Jennifer Robison, Attorney-in- 01/04/2022

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.