

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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 &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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2024</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		
<u>11501 NORTHLAKE DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	(Zip)					
<u>CINCINNATI</u>	<u>OH</u>	<u>45249</u>						

**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 Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
OP Units	(1)	08/08/2024		J			2,128,500 <sup>(2)</sup>	(1)	(1)	Common Stock	2,128,500 <sup>(2)</sup>	(2)	2,150,000 <sup>(2)(3)</sup>	I	By Sprinkles Trust LLC
OP Units	(1)	08/08/2024		J			2,128,500 <sup>(2)</sup>	(1)	(1)	Common Stock	2,128,500 <sup>(2)</sup>	(2)	2,150,000 <sup>(2)(3)</sup>	I	By Sprinkles Trust LLC
OP Units	(1)							(1)	(1)	Common Stock	1,277,014.331		1,277,014.331	D	
OP Units	(1)							(1)	(1)	Common Stock	2,424,405.871		2,424,405.871 <sup>(3)</sup>	I	By Jeffrey Edison Family Trust
OP Units	(1)							(1)	(1)	Common Stock	1,134,215.303		1,134,215.303 <sup>(3)</sup>	I	By Edison Properties LLC
OP Units	(1)							(1)	(1)	Common Stock	479,093.389		479,093.389 <sup>(3)</sup>	I	By Spouse's Family Trust
OP Units	(1)							(1)	(1)	Common Stock	431,233.177		431,233.177 <sup>(3)</sup>	I	By Edison Family Trust
OP Units	(1)							(1)	(1)	Common Stock	330,666.876		330,666.876 <sup>(3)</sup>	I	By Edison Ventures Trust
OP Units	(1)							(1)	(1)	Common Stock	276,927.452		276,927.452 <sup>(3)</sup>	I	By Old 97, Inc
OP Units	(1)							(1)	(1)	Common Stock	211,265.707		211,265.707 <sup>(3)</sup>	I	By Spouse's Trust
OP Units	(1)							(1)	(1)	Common Stock	60,583.377		60,583.377 <sup>(3)</sup>	I	By Father's Trust

**Explanation of Responses:**

- Limited partnership interests ("OP Units") in Phillips Edison Grocery Center Operating Partnership I, L.P., a Delaware limited partnership ("PECO OP") 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-for-one basis, and have no expiration date and are not subject to vesting.
- Reflects the transfer by Mr. Edison of the non-voting units in Sprinkles Trust LLC, representing 2,128,500 shares held by Sprinkles LLC, to the Jeffrey Edison Family Trust, in exchange for a promissory note of equal value to the transferred non-voting units, for estate planning purposes. Sprinkles Trust LLC continues to own the shares and Mr. Edison continues to control Sprinkles Trust LLC.
- 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.

**Remarks:**

/s/ Jennifer Robison, Attorney-in-Fact 08/09/2024

\*\* 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.