

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. [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>05/04/2022</u>			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>11501 NORTHLAKE DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CINCINNATI OH 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
OP Units	(1)	05/04/2022		A ⁽²⁾		29,556		(1)	(1)	Common Stock	29,556	\$0	3,128,037.667	D	
OP Units	(1)	05/04/2022		A ⁽³⁾		26,471		(1)	(1)	Common Stock	26,471	\$0	3,154,508.667 ⁽⁴⁾	D	
OP Units	(1)							(1)	(1)	Common Stock	2,424,405.871		2,424,405.871 ⁽⁵⁾	I	By Jeffrey Edison Family Trust
OP Units	(1)							(1)	(1)	Common Stock	1,134,215.303		1,134,215.303 ⁽⁵⁾	I	By Edison Properties LLC
OP Units	(1)							(1)	(1)	Common Stock	500,593.389		500,593.389 ⁽⁵⁾	I	By Spouse's Family Trust
OP Units	(1)							(1)	(1)	Common Stock	431,233.177		431,233.177 ⁽⁵⁾	I	By Edison Family Trust
OP Units	(1)							(1)	(1)	Common Stock	330,666.876		330,666.876 ⁽⁵⁾	I	By Edison Ventures Trust
OP Units	(1)							(1)	(1)	Common Stock	276,927.452		276,927.452 ⁽⁵⁾	I	By Old 97, Inc
OP Units	(1)							(1)	(1)	Common Stock	211,265.707		211,265.707 ⁽⁵⁾	I	By Spouse's Trust
OP Units	(1)							(1)	(1)	Common Stock	60,583.377		60,583.377 ⁽⁵⁾	I	By Father's Trust
Class C Units	(1)(6)	05/04/2022		A ⁽⁷⁾		26,471		(1)(6)(7)	(1)(6)	Common Stock	26,471	\$0	26,471	D	
Class C Units	(1)(6)	05/04/2022		A ⁽⁸⁾		4,799.29		(1)(6)	(1)(6)	Common Stock	4,799.29	\$0	4,799.29	D	
Class C Units	(1)(6)	05/04/2022		A ⁽⁹⁾		5,891.574		(1)(6)	(1)(6)	Common Stock	5,891.574	\$0	5,891.574	D	

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.
- Represents OP Units earned based upon the Issuer's achievement of the NAV Modifier performance metrics under the 2018-2020 Performance-Based LTIP Units.
- Represents OP Units earned based upon the Issuer's achievement of the NAV Modifier performance metrics under the 2019-2021 Performance-Based LTIP Units.
- This Form 4 reflects the corrected number of OP Units held. The Form 4 filed on March 1, 2022, reported earning 52,942 OP Units upon satisfaction of the performance metrics under the 2019-2021 Performance-Based LTIP Units, when in fact only 26,471 OP Units were earned and the remaining 26,471 LTIP units earned were in the form of earned but unvested Class C Units that vest on December 31, 2022, subject to continued service with the Company. In addition, the March 1, 2022 Form 4 erroneously identified the 4,498.8 units issued in lieu of cash dividend as Class B Units, when they were earned Class C Units, 50% of which were vested and 50% of which vest on December 31, 2022, subject to continued service with the Company.
- 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.
- Represents Class C Units of limited partnership interests ("Class C Units") in PECO OP. At issuance, the Class C Units do not have full parity with the OP Units, but upon achieving parity with the OP Units under the PECO OP's partnership agreement, based upon capital account balance per unit, and upon satisfaction of any applicable vesting conditions, the Class C Units convert to OP Units on a one-for-one basis. The Class C Units have no expiration date.
- Represents Class C Units earned based upon the Issuer's achievement of the NAV Modifier performance metrics under the 2019-2021 Performance-Based LTIP Units which will vest in full on December 31, 2022, subject to continued service with the Company.
- Represents vested and earned Class C Units issued in lieu of cash dividends accrued on the NAV Modifier performance units under the 2018-2020 Performance-Based LTIP.
- Represents 2,945.787 vested, and 2,945.787 unvested, earned Class C Units issued in lieu of cash dividends accrued on the NAV Modifier performance units under the 2019-2021 Performance-Based LTIP. The unvested Class C units will vest in full on December 31, 2022, subject to continued service with the Company.

Remarks:

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.