

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Robison Jennifer L</u> (Last) (First) (Middle) <u>11501 NORTHLAKE DRIVE</u> (Street) <u>CINCINNATI OH 45249</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PHILLIPS EDISON GROCERY CENTER REIT I, INC. [N/A]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/04/2017</u>	
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			

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
Phantom Units	(1)	10/04/2017		A		32,676		(2)	(2)	OP Units	32,676	\$0	32,676	D	

Explanation of Responses:

1. On October 4, 2017, pursuant to the closing (the "Closing") of that certain Contribution Agreement (the "Contribution Agreement") by and among the issuer (the "Company"), its operating partnership subsidiary, Phillips Edison Grocery Center Operating Partnership I, L.P., a Delaware limited partnership ("PECO I OP"), the entities named on Exhibit A therein (the "Contributors"), and Jeffrey S. Edison, as the representative of the Contributors, the Contributors contributed to PECO I OP all of the issued and outstanding equity interests of certain of the Contributors' subsidiaries identified on Exhibit B of the Contribution Agreement (collectively the "Contributed Companies"), in exchange for which (i) PECO I OP issued the Contributors approximately 39.4 million common operating partnership units ("OP Units") of PECO I OP, plus cash and the contingent right to receive up to approximately 12.5 million OP Units if certain milestones are achieved as set forth in the Contribution Agreement.

2. In accordance with the terms of the Contribution Agreement and effective as of the Closing, 6,600 Phantom Units will vest on each of January 1, 2018 and January 1, 2019. 16,176 Phantom Units will vest on January 1, 2020. 3,300 Phantom Units will vest on January 1, 2021. All vesting is subject to continued employment.

/s/ Jennifer L. Robison 11/13/2017

** 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.