

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>01/11/2022</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) <u>01/13/2022</u>					
(Street)								
<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
Class B Units	(1)(2)	01/11/2022		M		22,062		(1)(2)	(1)(2)	Common Stock	22,062	\$0	7,354 ⁽³⁾	D	
Class B Units	(1)(2)	01/11/2022		M		11,143		(1)(2)	(1)(2)	Common Stock	11,143	\$0	33,428 ⁽⁴⁾	D	
OP Units	(1)(2)	01/11/2022		M		22,062		(2)	(2)	Common Stock	22,062	\$0	3,060,867.667	D	
OP Units	(1)(2)	01/11/2022		M		11,143		(2)	(2)	Common Stock	11,143	\$0	3,072,010.667	D	

Explanation of Responses:

- Represents conversion of Class B Units of limited partnership interests ("Class B Units") in Phillips Edison Grocery Center Operating Partnership 1, L.P., a Delaware limited partnership ("PECO OP"), previously issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs, into limited partnership interest in PECO OP ("OP Units"). At issuance, the Class B Units were subject to vesting, and did 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 applicable vesting conditions, the Class B Units convert to OP Units on a one-for-one basis. On January 11, 2022 the Class B Units achieved full parity with the OP Units, and the vested Class B Units converted to 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.
- Represents the total Class B Units that have the same grant date, vesting provisions and other terms. These Class B Units will vest in full on January 1, 2023.
- Represents the total Class B Units that have the same grant date, vesting provisions and other terms. These Class B Units will vest in increments of 11,143 units on January 1, 2023, January 1, 2024 and January 1, 2025.

Remarks:

This Form 4 Amendment corrects the originally reported transactions to reflect that only vested Class B Units converted to OP Units. Accordingly, the two transaction lines involving 99,153 wholly unvested Class B Units (disposition) converting to 99,153 OP Units (acquisition) were removed, the other four impacted conversion transactions were corrected, and the direct holdings were updated. All other reported transactions and all indirect holdings on the original Form 4 filing are correct and are not repeated in this amendment.

/s/ Jennifer Robison, Attorney-in-Fact 04/25/2022

** 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.