

KLEIN WARD M
Form 4
December 11, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEIN WARD M

2. Issuer Name and Ticker or Trading Symbol
ENERGIZER HOLDINGS INC
[ENR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ENERGIZER, 533 MARYVILLE UNIVERSITY DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

ST. LOUIS, MO 63141

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)
				(A) or (D)	Price		
Energizer Holdings, Inc. Common Stock	12/07/2012		M	40,000	A \$ 42.9	70,829	D
Energizer Holdings, Inc. Common Stock	12/07/2012		S	40,000	D \$ 80.87	30,829	D
					(1)	5,222	I By 401(k)

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Energizer Holdings, Inc. Common Stock						
Energizer Holdings, Inc. Common Stock				12,000	I	CSK Family Trust
Energizer Holdings, Inc. Common Stock				800	I	Immediate Family
Energizer Holdings, Inc. Common Stock				12,000	I	WMK Family Trust
Energizer Holdings, Inc. Common Stock				5,523	I	by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option 1/26/04	\$ 42.9	12/07/2012		M	40,000	01/26/2005 ⁽²⁾ 01/25/2014 ⁽²⁾	Energizer Holdings, Inc. Common Stock

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Restricted Stock Equiv. 12/10/12 PB	\$ 0	12/10/2012	A	52,888	(3)	(3)	Energy Hold In Com Sto
Restricted Stock Equiv. 12/10/12 TB	\$ 0	12/10/2012	A	22,667	(4)	(4)	Energy Hold In Com Sto
Non-Qualified Stock Option 1/14/05	\$ 49.18				01/14/2006 ⁽⁵⁾	01/13/2015	Energy Hold In Com Sto
Non-Qualified Stock Option 10/12/09	\$ 65.63				10/12/2012 ⁽⁶⁾	10/11/2019	Energy Hold In Com Sto
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0				(7)	(7)	Energy Hold In Com Sto
Phantom Stock Units in Deferred Compensation Plan	\$ 0				(7)	(7)	Energy Hold In Com Sto
Phantom Stock Units in Executive Savings Investment Plan	\$ 0				(7)	(7)	Energy Hold In Com Sto
Restricted Stock Equiv. 11/1/10 PB	\$ 0				(8)	(8)	Energy Hold In Com Sto
Restricted Stock Equiv. 11/1/10 TB	\$ 0				(9)	(9)	Energy Hold In Com Sto

Restricted Stock Equivalent 10/10/07	\$ 0	(10)	(10)	Energy Holdings Inc. Common Stock
Restricted Stock Equivalent 10/12/09 TB	\$ 0	(11)	(11)	Energy Holdings Inc. Common Stock
Restricted Stock Equivalent 10/13/08	\$ 0	(12)	(12)	Energy Holdings Inc. Common Stock
Restricted Stock Equivalent 11/7/11 PB	\$ 0	(13)	(13)	Energy Holdings Inc. Common Stock
Restricted Stock Equivalent 11/7/11 TB	\$ 0	(14)	(14)	Energy Holdings Inc. Common Stock
Restricted Stock Equivalents	\$ 0	(15)	(15)	Energy Holdings Inc. Common Stock
Restricted Stock Equivalents 1/14/05	\$ 0	(16)	(16)	Energy Holdings Inc. Common Stock
Restricted Stock Equivalents 5/19/03	\$ 0	(17)	(17)	Energy Holdings Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

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16.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2014, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/11 and 9/30/14, proportionately increasing in 1/10th of 1% increments up to

(13) 100% of the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.

Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/7/2014 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control of the Company.

(14)

Restricted stock equivalents convert into shares of Energizer Common Stock three years from the date of grant unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeiture if Reporting Person terminates employment within three years of grant.

(15)

Restricted Stock Equivalents convert into shares of Energizer Holdings, Inc. common stock - 25% on 1/14/06, 25% on 1/14/07, 25% on 1/14/08 and 25% on 1/14/09. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

(16)

Restricted Stock Equivalents convert into shares of Energizer Common Stock - 1/3 on 5/19/06, 1/3 on 5/19/09 and 1/3 on 5/19/12, unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

(17)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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