KLEIN WARD M

Form 4

Energizer Holdings,

Common

12/07/2012

Inc.

Stock

| December 11   | , 2012  |  |   |  |  |   |   |   |   |   |
|---|---|--|---|--|--|---|---|---|---|---|
| FORM  | Ι 4   |  |   |  |  |   |   |   |   | APPROVAL  |
| Washington, D.C. 20549  |   |  |   |  |  |   |   | OMB<br>Number:  | 3235-0287                                     |   |
| subject to Section 16.  Section 16.  Section 17.  Section 18.  SECURITIES   |   |  |   |  |  |   | Expires: January 31, 2005 Estimated average burden hours per response 0.5 |   |   |   |
| Form 5 obligations may continue.  See Instruction 1(b).  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 R  | Responses)  |  |   |  |  |   |   |   |   |   |
| 1. Name and A<br>KLEIN WA   | ddress of Reporting RD M                                      |  | Symbol  |  | d Ticker or                                |   |   | 5. Relationship of Issuer (Chec   | Reporting Pe                                  |   |
| (Lost)  | (Finat)   |  |   | CE 11 4 7E                             |  |   |   | _X_ Director  | 10  | Of Owner  |
| (M  |   |  | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>12/07/2012 |  |  |   |   | _X_ Director 10% Owner _X_ Officer (give title Other (specify below)  CHIEF EXECUTIVE OFFICER |   |   |
|   | (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) |  |   | l                                      |  | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |   |   |   |   |
| ST. LOUIS,  | MO 63141  |  |   |  |  |   |   | Person  | Tore than One I                               | Reporting   |
| (City)  | (State)   | (Zip)                                      | Tabl  | le I - Non-l                           | Derivative                                 | Securi  | ities Acq   | uired, Disposed of  | , or Benefici                                 | ally Owned  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date (Month/Day/Year)                          | 2A. Deeme<br>Execution<br>any<br>(Month/Da | Date, if  | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>or(A) or Dis<br>(Instr. 3, 4 | sposed  | of (D)  | Beneficially  | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock   | 12/07/2012  |  |   | Code V                                 | Amount 40,000                              | (A) or (D)  | Price \$ 42.9   | Transaction(s) (Instr. 3 and 4)   | (Instr. 4)                                    |   |

S

\$

(1)

80.87 30,829

5,222

D

I

40,000 D

By 401(k)

| Energizer Holdings, Inc. Common Stock |        |   |                        |
|---------------------------------------|--------|---|------------------------|
| Energizer Holdings, Inc. Common Stock | 12,000 | I | CSK<br>Family<br>Trust |
| Energizer Holdings, Inc. Common Stock | 800    | I | Immediate<br>Family    |
| Energizer Holdings, Inc. Common Stock | 12,000 | I | WMK<br>Family<br>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.

3. Transaction Date 3A. Deemed

1. Title of

2.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

5. Number of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

4.

| Derivative<br>Security<br>(Instr. 3)     | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Year) | Execution Date, if<br>any<br>(Month/Day/Year) | TransactionDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | Date<br>(Month/Day/Year) |                  | Under<br>(Instr. |                           |
|--|---|------------------|---|---|-----|--------------------------|------------------|------------------|---------------------------|
|  |   |                  |   | Code V  | (A) | (D)                      | Date Exercisable | Expiration Date  | Title                     |
| Non-Qualified<br>Stock Option<br>1/26/04 | \$ 42.9   | 12/07/2012       |   | M   |     | 40,000                   | 01/26/2005(2)    | 01/25/2014(2)    | Ener<br>Hold<br>Ir<br>Com |

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St

6. Date Exercisable and Expiration

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

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| Restricted<br>Stock<br>Equivalent<br>10/10/07    | \$ 0 | (10)        | (10) |
|--|------|-------------|------|
| Restricted<br>Stock<br>Equivalent<br>10/12/09 TB | \$ 0 | (11)        | (11) |
| Restricted<br>Stock<br>Equivalent<br>10/13/08    | \$ 0 | <u>(12)</u> | (12) |
| Restricted<br>Stock<br>Equivalent<br>11/7/11 PB  | \$ 0 | <u>(13)</u> | (13) |
| Restricted<br>Stock<br>Equivalent<br>11/7/11 TB  | \$ 0 | (14)        | (14) |
| Restricted<br>Stock<br>Equivalents               | \$ 0 | <u>(15)</u> | (15) |
| Restricted<br>Stock<br>Equivalents<br>1/14/05    | \$ 0 | (16)        | (16) |
| Restricted<br>Stock<br>Equivalents<br>5/19/03    | \$ 0 | (17)        | (17) |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |

Reporting Owners 4

KLEIN WARD M
ENERGIZER
533 MARYVILLE UNIVERSITY DRIVE
ST. LOUIS, MO 63141

CHIEF EXECUTIVE OFFICER

### **Signatures**

WARD M. 12/11/2012 KLEIN

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* 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).
- In accordance with SEC guidance authorizing aggregate reporting of same-day, same-way open market purchases and sales, the shares were sold at a price range between \$80.735 and \$81.00. Upon request, full information regarding the number of shares sold at each separate price will be provided.
- (2) Exercisable at a rate of 20% per year commencing 1/26/05.
- Performance Restricted Stock Equivalents (PSE) granted will vest in three years, subject to achievement of applicable performance criteria, as long as Recipient is still employed with the Company. All PSE will also vest and convert upon the Reporting Person's death. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/5/2015 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death, or in the event of a change of control of the Company.
- (5) Exercisable at the rate of 25% per year commencing 1/14/06.
- (6) 100% exercisable on October 12, 2012 as long as Recipient is still employed on said date. Options will also become exercisable upon the Recipient's death or disability, and in the event of a change of control of the Company occurring on or after November 1, 2011.
- (7) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
  - 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2013, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/10 and 9/30/13, proportionately increasing in 1/10th of 1% increments up to
- (8) 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 11/1/2013 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.
  - 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/10/10. An additional 5% will vest and convert into shares of ENR Common Stock in November, 2010, only if CAGR in earnings per share equals or exceeds 8% for the period between 9/30/07 and 9/30/10; that percentage will be 15% if CAGR for the period equals or exceeds 9%, and 25% if
- (10) CAGR for the period equals or exceeds 10%. The remaining 50% of RSE granted will vest in its entirety and convert into shares of ENR Common Stock only if CAGR for the period equals or exceeds 15% (with incremental vesting between 11% and 15%). All RSE will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 as long as

  (11) 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.
  - 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR common stock on 10/13/2011. An additional 5% will vest and convert into shares of ENR common stock in November, 2011, only if CAGR in EPS equals or exceeds 8%
- for the period between 9/30/08 and 9/30/11, proportionately increasing in 1/10th of 1% increments up to 75% of the RSEs granted if 15% 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.

Signatures 5

- 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.
- 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.
- Restricted Stock Equivalents convert into shares of Energizer Holdings, Inc. common stock 25% on 1/14/06, 25% on 1/14/07, 25% on (16) 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.
- 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 forfeture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.