

POLISTINA TERRY  
Form 4  
October 09, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
POLISTINA TERRY

2. Issuer Name and Ticker or Trading Symbol  
Spectrum Brands Holdings, Inc. [SPB]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O SPECTRUM BRANDS HOLDINGS, INC., 601 RAYOVAC DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
10/04/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Global Appliances

(Street)  
MADISON, WI 53711

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)
Common Stock	10/04/2012		S <sup>(1)</sup>	28,244 D	40.5236 \$ <u>(2)</u>	159,200 D	

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights	(3)					(3)	09/30/2013	Common Stock	88,888
Performance Rights	(4)					(4)	09/30/2013	Common Stock	111,111

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

POLISTINA TERRY  
C/O SPECTRUM BRANDS HOLDINGS, INC.  
601 RAYOVAC DRIVE  
MADISON, WI 53711

President, Global Appliances

## Signatures

/s/ Nathan E. Fagre,  
attorney-in-fact

10/09/2012

\*\*Signature of Reporting Person

Date

## 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).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Polistina on September 14, 2011.

Reflects the weighted average price of 28,244 shares of Common Stock of the Issuer sold by Mr. Polistina in multiple transactions on October 4, 2012 at prices ranging from \$40.29 to \$40.72 per share. Mr. Polistina undertakes to provide upon request by the U.S.

(2) Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2012 Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting certain

(3) adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2012, if Mr. Polistina is employed by the Issuer on such date (the "2012 Award"). In addition, an amount equal to the 2012 Award will vest on September 30, 2013, if Mr. Polistina is employed by the Issuer on such date.

(4)

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Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2011 Two-Year Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting certain adjusted EBITDA, free cash flow and strategic integration performance targets for the two years ended September 30, 2012, if Mr. Polistina is employed by the Issuer on such date (the "Two-Year 2012 Award"). In addition, an amount equal to the Two-Year 2012 Award will vest on September 30, 2013, if Mr. Polistina is employed by the Issuer on such date.

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.