

POLISTINA TERRY
 Form 4
 November 20, 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

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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 *
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)
11/16/2012

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/16/2012		M	18,518	A	177,718	D
Common Stock	11/16/2012		F	6,049	D	\$ 171,669	D
Common Stock	11/16/2012		M	44,444	A	216,113	D
Common Stock	11/16/2012		F	16,200	D	\$ 199,913	D
	11/16/2012		M	14,815	A	214,728	D

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Common
Stock

Common Stock 11/16/2012 F 5,401 D \$ 44.49 209,327 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)

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)	Amount or Number of Shares
Performance Rights	<u>(1)</u>	11/16/2012		M	18,518	<u>(1)</u> 09/30/2013	Common Stock	18,518
Performance Rights	<u>(3)</u>	11/16/2012		M	44,444	<u>(3)</u> 09/30/2013	Common Stock	44,444
Performance Rights	<u>(5)</u>	11/16/2012		M	14,815	<u>(5)</u> 09/30/2013	Common Stock	14,815

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	X		President, Global Appliances	

Signatures

/s/ Nathan E. Faegre,
attorney-in-fact 11/20/2012

**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) 50% of the performance rights granted on November 15, 2010 under the Issuer's 2011 Two-Year Equity Award Plan vested on November 16, 2012 and such performance rights settled for 18,518 shares of the Issuer's common stock (the "Two-Year Award"). In addition, an amount equal to the Two-Year Award will vest on September 30, 2013, if Mr. Polistina is employed by the Issuer on such date.

(2) Represents 6,049 shares of Issuer's common stock automatically withheld to satisfy Mr. Polistina's tax withholding obligation upon the vesting of performance rights representing 18,518 shares.

(3) 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan vested on November 16, 2012 and such performance rights settled for 44,444 shares of the Issuer's common stock (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) Represents 16,200 shares of Issuer's common stock automatically withheld to satisfy Mr. Polistina's tax withholding obligation upon the vesting of performance rights representing 44,444 shares.

(5) 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan for exceeding performance targets vested on November 16, 2012 and such performance rights settled for 14,815 shares of the Issuer's common stock. In addition, an amount equal to the settlement will vest on September 30, 2013, if Mr. Polistina is employed by the Issuer on such date.

(6) Represents 5,401 shares of Issuer's common stock automatically withheld to satisfy Mr. Polistina's tax withholding obligation upon the vesting of performance rights representing 14,815 shares.

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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