

ENERGIZER HOLDINGS, INC.

Form 4

July 12, 2017

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Drath Susan K

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2015

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP, Chief HR Officer

(Street)
ST. LOUIS, MO 63141

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/16/2015		A		48 <u>(1)</u>	A	\$ 34.868	6,746 <u>(2)</u>	D
Common Stock	03/16/2016		A		41 <u>(1)</u>	A	\$ 40.602	6,787 <u>(2)</u>	D
Common Stock	06/20/2016		A		33 <u>(1)</u>	A	\$ 51.5081	6,820 <u>(2)</u>	D
Common Stock	09/09/2016		A		52 <u>(1)</u>	A	\$ 45.744	9,673 <u>(2)</u>	D
Common Stock	12/15/2016		A		131 <u>(1)</u>	A	\$ 43.5564	20,907 <u>(2)</u>	D

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Common Stock	07/10/2017	M	4,191	A	\$ 0	25,098	D
Common Stock	07/10/2017	F	<u>1,390</u> (3)	D	\$ 46.42	23,708	D

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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Equivalent 07/08/2015 TB	\$ 0	07/10/2017		M	4,191	(4) (4)	Common Stock	4,191

Reporting Owners

Reporting Owner Name / Address	Relationships
Drath Susan K ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141	Director 10% Owner Officer Other VP, Chief HR Officer

Signatures

By: Melissa A. Nazzoli Attorney in Fact For: Susan Krause Drath

07/12/2017

__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) Reflects the automatic dividend reinvestment on the Reporting Person's directly owned Energizer stock implemented by the broker.

(2) Balance reflects the number of shares beneficially owned as of the date of the respective transaction.

(3) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of Restricted Stock Equivalent award ("RSE") previously granted under the Energizer Holdings, Inc. Equity Incentive Plan.

One-fifth of the RSE granted vests and converts into shares of Energizer Common Stock on each of 07/08/2016, 07/08/2017, 07/08/2018,

(4) 07/08/2019 and 07/08/2020 if Reporting Person is employed on said dates or all or a portion may vest upon death, disability, change of control or certain termination events.

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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