

Spectrum Brands Holdings, Inc.
 Form 4
 June 24, 2015

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 *
 Lumley David R

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)

3. Date of Earliest Transaction (Month/Day/Year)
 06/22/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President GB&PC H&G

C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY

(Street)

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

MIDDLETON, WI 53562

(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	06/22/2015		S		10,000 <u>(1)</u>	D	\$ 101.63 <u>(2)</u>
					61,145	D	

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

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Represent performance rights granted on February 4, 2013 under the Spectrum Brands Holdings, Inc. 2013 Spectrum 750 Plan. 50% vested on December 1, 2014 (the "SPB750 Performance Vesting Date"), and such performance rights, representing the SPB750 Performance Award portion of Mr. Lumley's SPB750 Award, and settled for 33,138 shares of the Issuer's common stock. An additional 33,138 shares will vest on December 1, 2015, the first anniversary of the SPB750 Performance Vesting Date (such date, the "SPB750 Service Vesting Date"), if Mr. Lumley remains employed by the Issuer on such first anniversary (such amount, the "SPB750 Service Award").

- (5) Represent performance rights granted on November 29, 2013 under the Spectrum Brands Holdings, Inc. 2014 Equity Incentive Plan. 50% vested on December 1, 2014 (the "2014 EIP Performance Vesting Date"), and such performance rights, representing the 2014 EIP Performance Award portion of Mr. Lumley's 2014 EIP Award, and settled for 38,963 shares of the Issuer's common stock. An additional 38,963 shares will vest on December 1, 2015, the first anniversary of the 2014 EIP Performance Vesting Date (such date, the "2014 EIP Service Vesting Date"), if Mr. Lumley remains employed by the Issuer on such first anniversary (such amount, the "2014 EIP Service Award").

- (6) Mr. Lumley shall also be eligible to receive up to 6,472 additional shares (the "2014 EIP Additional Award") based on the Issuer exceeding by a certain percentage the 2014 adjusted EBITDA and consolidated cash flow targets for the 2014 EIP Performance Award for the fiscal year ended September 30, 2014. The 2014 EIP Additional Award will vest on the 2014 EIP Service Vesting Date if Mr. Lumley remains employed by the Issue as of such date and if the Issuer's 2015 adjusted EBITDA and consolidated cash flow results are equal to or greater than the comparable results for 2014. The 2014 EIP Performance Award, the 2014 EIP Service Award, and the 2014 EIP Additional Award together constitute the 2014 EIP Award.

- (7) Represent performance rights granted on February 2, 2015 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan. Up to 50% of such performance rights will vest within 74 days of the Issuer meeting certain adjusted EBITDA for the fiscal year ending September 30, 2015 (the "2015 EIP Performance Vesting Date") (such amount, the "2015 EIP Performance Award"). In addition, an amount equal to the 2015 EIP Performance Award will vest on the first anniversary of the 2015 EIP Performance Vesting Date (such date, the "2015 EIP Service Vesting Date"), if Mr. Lumley remains employed by the Issuer on such first anniversary (such amount, the "2015 EIP Service Award").

- (8) Mr. Lumley shall also be eligible to receive up to 19,170 additional shares (the "2015 EIP Additional Award") if the Issuer meets certain adjusted EBITDA in excess of 100% of the targets for the 2015 EIP Performance Award, for the fiscal year ending September 30, 2015. The 2015 EIP Additional Award will vest on the 2015 EIP Service Vesting Date if Mr. Lumley remains employed by the Issuer as of such date. The 2015 EIP Performance Award, the 2015 EIP Service Award and the 2015 EIP Additional Award together constitute the 2015 EIP Award. The amount reported of 73,941 represents the maximum number of performance rights that may vest if 150% of the applicable performance targets are achieved. If 100% of the applicable performance targets are achieved, then 54,771 performance rights will vest upon full vesting of the 2015 EIP Performance Award and the 2015 EIP Service Award.

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