

Edgar Filing: RAYOVAC CORP - Form 3

TABLE I - NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	19,699	Direct	Not applicable

TABLE II - DERIVATIVE SECURITIES BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 4)

- A. Employee Stock Option (Right to Buy)
- B. Employee Stock Option (Right to Buy)
- C. Employee Stock Option (Right to Buy)
- D. Employee Stock Option (Right to Buy)
- E. Employee Stock Option (Right to Buy)
- F. Employee Stock Option (Right to Buy)

2. Date Exercisable and Expiration Date (Month/Day/Year)

- | | |
|---------------------|--------------|
| A. Immediately | A. 3/16/2008 |
| B. Immediately | B. 10/1/2008 |
| C. Immediately | C. 10/1/2009 |
| D. Immediately | D. 10/1/2010 |
| E. See Footnote (2) | E. 8/16/2012 |
| F. See Footnote (3) | F. 8/16/2012 |

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

- | | |
|-----------------|-----------|
| A. Common Stock | A. 92,582 |
| B. Common Stock | B. 2,500 |
| C. Common Stock | C. 11,625 |
| D. Common Stock | D. 8,250 |
| E. Common Stock | E. 49,495 |
| F. Common Stock | F. 49,495 |

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

- A. \$18.19
- B. \$16.19
- C. \$21.63
- D. \$14.50
- E. \$13.00
- F. \$13.00

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 5)

Direct

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6. Nature of Indirect Beneficial Ownership (Instr. 5)

Not Applicable.

EXPLANATION OF RESPONSES:

- (1) On November 8, 2001, the reporting person resigned from his position as Rayovac's Executive Vice President of Administration and Chief Financial Officer. On August 19, 2002, the reporting person rejoined Rayovac as Executive Vice President and Chief Financial Officer.
- (2) The option vests and becomes exercisable in equal annual installments over a three-year period that will commence October 1, 2002.
- (3) The option vests and becomes exercisable in equal annual installments over a three-year period that will commence October 1, 2002, subject to Rayovac's achievement of certain performance goals each year. If any such performance goal is not met, the unvested portion of the option will vest and become exercisable one day prior to its expiration.

/s/ James T. Lucke, as attorney-in-fact

August 29, 2002

** SIGNATURE OF REPORTING PERSON

DATE

* IF THE FORM IS FILED BY MORE THAN ONE REPORTING PERSON, SEE INSTRUCTION 5(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).

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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints James T. Lucke his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer/director of Rayovac Corporation (the "Company"), any and all Forms 3, 4 and 5 required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the

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undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of August, 2002.

/s/ Randall J. Steward

Signature

Randall J. Steward

Print or type name