

ENERGIZER HOLDINGS INC
Form 4
November 07, 2013

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

OMB APPROVAL

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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 *
KLEIN WARD M

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

ST. LOUIS, MO 63141

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 Ownership: Beneficial Ownership (Instr. 4) | | |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|---|------------|-----------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Energizer Holdings, Inc. Common Stock | 11/05/2013 | | M | | | 19,789 | A | \$ 0 | 62,581 | D | |
| Energizer Holdings, Inc. Common Stock | 11/05/2013 | | F | | | 9,489 | D | \$ 100.88 | 53,092 | D | |
| | | | | | | | | | 5,200 | I | By 401(k) |

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| | | | | | | |
|---------------------------------------|--------|---|--|--|--|------------------|
| Energizer Holdings, Inc. Common Stock | | | | | | |
| Energizer Holdings, Inc. Common Stock | 12,000 | I | | | | CSK Family Trust |
| Energizer Holdings, Inc. Common Stock | 800 | I | | | | Immediate Family |
| Energizer Holdings, Inc. Common Stock | 12,000 | I | | | | WMK Family Trust |
| Energizer Holdings, Inc. Common Stock | 5,523 | I | | | | by Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Restricted Stock Equiv. 11/1/10 PB | \$ 0 | 11/05/2013 | | D | 33,841 | (1) (1) | Energizer Holdings, Inc. Common | 33,841 |

| | | | | | | | | Stock | |
|--|------|------------|---|--------|-----|-----|--|---------------------------------------|-------|
| Restricted Stock Equiv. 11/1/10 PB | \$ 0 | 11/05/2013 | M | 19,789 | (1) | (1) | | Energizer Holdings, Inc. Common Stock | 19,78 |
| Restricted Stock Equivalent 11/6/13 TB | \$ 0 | 11/06/2013 | A | 10,831 | (2) | (2) | | Energizer Holdings, Inc. Common Stock | 10,83 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KLEIN WARD M ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141 | X | | CHIEF EXECUTIVE OFFICER | |

Signatures

| | |
|---------------------------------|------------|
| WARD M. KLEIN | 11/07/2013 |
| **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).

- 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2013, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/10 and 9/30/13, proportionately increasing in 1/10th of 1% increments up to 100% of
- (1) the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.
 - (2) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/6/2016 if Recipient is employed on said date 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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