

HEIL JOHN

Form 4

December 26, 2012

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEIL JOHN**

(Last) (First) (Middle)

**C/O SPECTRUM BRANDS  
HOLDINGS, INC., 601 RAYOVAC  
DRIVE**

(Street)

**MADISON, WI 53711**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Spectrum Brands Holdings, Inc.  
[SPB]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/21/2012**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President, Global Pet Supplies

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
|                                       |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)   | Price   |
| Common<br>Stock                       | 12/21/2012                              |   | S <sup>(1)</sup>                     |   | 6,900  | D  | \$<br>43.12<br><sup>(2)</sup>                                     |
|                                       |   |   |                                      |   |  |  | 36,055 <sup>(3)</sup>   |

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

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SEC 1474  
(9-02)

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**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. Date of Acquisition or Disposition (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |
| Performance Rights                         | (4)  |                                      |  |                                |   | (4)  | 09/30/2013      | Common Stock  | 18,518                     |  |
| Performance Rights                         | (5)  |                                      |  |                                |   | (5)  | 09/30/2013      | Common Stock  | 44,444                     |  |
| Performance Rights                         | (6)  |                                      |  |                                |   | (6)  | 09/30/2013      | Common Stock  | 14,815                     |  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

HEIL JOHN  
C/O SPECTRUM BRANDS HOLDINGS, INC.  
601 RAYOVAC DRIVE  
MADISON, WI 53711

President, Global Pet Supplies

## Signatures

/s/ Nathan E. Faegre,  
attorney-in-fact

12/26/2012

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan, adopted by Mr. Heil on June 15, 2012.

(2) Reflects the weighted average price of 6,900 shares of Common Stock of the Issuer sold by Mr. Heil in multiple transactions on December 21, 2012 at prices ranging from \$42.56 to \$43.65 per share. Mr. Heil undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) Also includes 5,866 shares of restricted stock of Issuer scheduled to vest on June 15, 2013 if Mr. Heil is employed by the Issuer on such date.

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(4) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 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. Heil is employed by the Issuer on such date.

(5) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan vested on November 16, 2012 and such performance rights settled for 44,444 shares of the Issuer's common stock. An additional 44,444 performance rights will vest and settle for shares of the Issuer's common stock on September 30, 2013, if Mr. Heil is employed by the Issuer on such date.

(6) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive 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. An additional 14,815 performance rights will vest and settle for shares of the Issuer's common stock on September 30, 2013, if Mr. Heil is employed by the Issuer on such date.

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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