

SESCLEIFER DANIEL J
Form 4
January 27, 2005

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 *
SESCLEIFER DANIEL J

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)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EXECUTIVE VICE PRESIDENT & CFO

ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE

(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

ST. LOUIS, MO 63141

(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 or (D) Price		
Energizer Holdings, Inc. Common Stock	01/25/2005		M		10,000 (1) \$ 21.0625	25,132	D
Energizer Holdings, Inc. Common Stock	01/25/2005		S		10,000 (1) \$ 50.5	15,132	D

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Energizer Holdings, Inc. Common Stock	01/25/2005	M	<u>30,000</u> (1)	A	\$ 21.0625	45,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	S	<u>30,000</u> (1)	D	\$ 53	15,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	M	<u>10,000</u> (1)	A	\$ 21.0625	25,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	S	<u>10,000</u> (1)	D	\$ 54.25	15,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	M	<u>10,000</u> (1)	A	\$ 21.0625	25,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	S	<u>10,000</u> (1)	D	\$ 55	15,132	D	
Energizer Holdings, Inc. Common Stock						433	I	By 401(k)

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				Code	V			
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005	M	10,000 <u>(1)</u>		11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005	M	30,000 <u>(1)</u>		11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005	M	10,000 <u>(1)</u>		11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005	M	10,000 <u>(1)</u>		11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 ⁽²⁾	10/18/2014	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005 ⁽³⁾	09/22/2012	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation	\$ 0					<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common

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- (7) Restricted Stock Equivalents will convert into shares of Energizer Common Stock - 1/3 on 5/19/06, 1/3 on 5/19/09 and 1/3 on 5/19/12, unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

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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