

SESCLEIFER DANIEL J
Form 4
January 10, 2013

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 *
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)
01/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ 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 Ownership (Instr. 4)
Energizer Holdings, Inc. Common Stock				(A) or (D)	11,627	D	

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

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number.

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	01/08/2013		I	673 <u>(1)</u>	<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	6
Non-Qualified Stock Option 10/12/09	\$ 65.63					10/12/2012 ⁽⁴⁾	10/11/2019	Energizer Holdings, Inc. Common Stock	25
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 ⁽⁵⁾	10/18/2014	Energizer Holdings, Inc. Common Stock	5,
Phantom Stock Units in Deferred Compensation Plan	\$ 0					<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	2,
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	4
Restricted Stock Equiv. 11/1/10 PB	\$ 0					<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock	13

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Restricted Stock Equiv. 11/1/10 TB	\$ 0	<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. Common Stock	5,
Restricted Stock Equiv. 12/10/12 PB	\$ 0	<u>(8)</u>	<u>(8)</u>	Energizer Holdings, Inc. Common Stock	13
Restricted Stock Equiv. 12/10/12 TB	\$ 0	<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. Common Stock	5,
Restricted Stock Equivalent 10/10/07	\$ 0	<u>(10)</u>	<u>(10)</u>	Energizer Holdings, Inc. Common Stock	3,
Restricted Stock Equivalent 10/12/09 TB	\$ 0	<u>(11)</u>	<u>(11)</u>	Energizer Holdings, Inc. Common Stock	6,
Restricted Stock Equivalent 10/13/08	\$ 0	<u>(12)</u>	<u>(12)</u>	Energizer Holdings, Inc. Common Stock	4,
Restricted Stock Equivalent 10/19/04	\$ 0	<u>(13)</u>	<u>(13)</u>	Energizer Holdings, Inc. Common Stock	4,
Restricted Stock Equivalent 11/7/11 PB	\$ 0	<u>(14)</u>	<u>(14)</u>	Energizer Holdings, Inc. Common Stock	14
Restricted Stock Equivalent 11/7/11 TB	\$ 0	<u>(15)</u>	<u>(15)</u>	Energizer Holdings, Inc. Common Stock	6,
	\$ 0	<u>(16)</u>	<u>(16)</u>		19

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CAGR for the period equals or exceeds 10%. The remaining 50% of RSE granted will vest in its entirety and convert into shares of ENR Common Stock only if CAGR for the period equals or exceeds 15% (with incremental vesting between 11% and 15%). All RSE will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.

- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 as long as
- (11) Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control of the Company.
- 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR common stock on 10/13/2011. An additional 5% will vest and convert into shares of ENR common stock in November, 2011, only if CAGR in EPS equals or exceeds 8% for the period between 9/30/08 and 9/30/11, proportionately increasing in 1/10th of 1% increments up to 75% of the RSEs granted if 15% 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.
- (12)
- Restricted Stock Equivalents would otherwise have converted into shares of Energizer Holdings, Inc. common stock - 25% on 10/19/05, 25% on 10/19/06, 25% on 10/19/07 and 25% on 10/19/08 but Reporting Person elected to defer conversion until retirement or other termination. Upon vesting, on the Transaction Date indicated, equivalents were withheld in satisfaction of applicable federal and state taxes.
- (13)
- 16.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2014, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/11 and 9/30/14, proportionately increasing in 1/10th of 1% increments up to 100% of 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.
- (14)
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/7/2014 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control of the Company.
- (15)
- Restricted Stock Equivalents 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.
- (16)

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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