

ENERGIZER HOLDINGS INC
Form 10-Q/A
March 02, 2006

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

**FORM 10Q/A
(AMENDMENT NUMBER TWO)**

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For Quarter Ended December 31, 2005

Commission File No. 001-15401

ENERGIZER HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

MISSOURI
*(State or Other Jurisdiction of
Incorporation)*

1-15401
(Commission File Number)

No. 43-1863181
*(IRS Employer Identification
Number)*

533 MARYVILLE UNIVERSITY DRIVE, ST. LOUIS MISSOURI 63141

(Address of principal executive offices) (Zip Code)

(314) 985-2000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

YES: NO:

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

YES: NO:

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES: NO:

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Indicate the number of shares of Energizer Holdings, Inc. common stock, \$.01 par value, outstanding as of the close of business on January 13, 2006:

62,615,041

Explanatory Note

This Amendment No. 2 on Form 10-Q/A amends certain portions of the Quarterly Report on Form 10-Q of Energizer Holdings, Inc. ("Energizer") for the fiscal period ended December 31, 2005 as filed with the Securities and Exchange Commission on January 27, 2006, and as amended February 17, 2006. In response to a telephone request from the Commission's Division of Corporation Finance, we have amended the certifications filed as Exhibits 31(i) and 31(ii) to include a statement on responsibility for internal controls as required by Item 601(b)(31) of Regulation S-K, which is highlighted in the attached certificates. No other amendments have been made, and this Form 10-Q/A does not reflect events occurring after the filing of the original Quarterly Report or modify or update those disclosures affected by subsequent events.

Item 6—Exhibits

(a) The following exhibits (listed by numbers corresponding to the Exhibit Table of Item 601 in Regulation S-K) are filed with this report.

- 31(i) Section 302 Certification of Chief Executive Officer.
- 31(ii) Section 302 certification of Executive Vice President and Chief Financial Officer.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amended report to be signed on its behalf by the undersigned thereunto duly authorized.

ENERGIZER HOLDINGS, INC.
Registrant

By: _____
Daniel J. Sescleifer
Executive Vice President and
Chief Financial Officer
Date: March 2, 2006