



Energizer Holdings, Inc. Common Stock	12,611	I	by Spouse
Energizer Holdings, Inc. Common Stock	500,000	I	by Trust

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.** SEC 1474 (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)	8. Amount or Number of Shares
Phantom Stock Units in Deferred Compensation Plan	\$ 0	03/31/2008		A	188	(2) (2)	Energizer Holdings, Inc. Common Stock	188
Restricted Stock Equivalent 1/25/05 <sup>(3)</sup>	\$ 0					(4) (4)	Energizer Holdings, Inc. Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MULCAHY J PATRICK  
ENERGIZER HOLDINGS, INC. X  
533 MARYVILLE UNIVERSITY DRIVE  
ST. LOUIS, MO 63141

## Signatures

J. PATRICK  
MULCAHY 04/02/2008

\_\_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) On 2/21/08 Reporting Person transferred 500,000 of his directly owned shares of Energizer Holdings, Inc. common stock to a two-year term grantor retained annuity trust of which he is settlor and trustee.
- (2) Phantom stock units are payable in cash following termination of the Reporting Person's Service on the Board of Directors of Energizer Holdings, Inc.  

The grant of restricted stock equivalents was issued as consideration for Reporting Person's covenant not to compete with the issuer for a period of 5 years following his retirement as chief executive officer. The award will vest and convert into shares of Energizer Common
- (3) Stock on January 25, 2010, but will be forfeited if, prior to that date, the Reporting Person engages in conduct which is in violation of the covenant not to compete. The award will, however, immediately vest upon the death or disability of the Reporting Person, and upon a change in control of the issuer.
- (4) Restricted Stock Equivalent will vest and convert into Energizer Holdings, Inc. common stock on January 25, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.