#### **CONRAD PETER J**

Form 4 May 06, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

| (Print or Type R                          | esponses)                               |   |   |   |                    |   |  |  |   |
|---|---|---|---|---|--------------------|---|--|--|---|
| 1. Name and AcCONRAD P                    | Symbol                                  | ENERGIZER HOLDINGS INC                                      |   |   |                    | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable) |  |  |   |
| (Last)  ENERGIZEI INC., 533 M UNIVERSIT   | R HOLDINGS,<br>ARYVILLE                 | (Month/D  | (Month/Day/Year)  OF 105 12008          |   |                    | below)  | 10% Owner (give title Other (specify below)  CE PRESIDENT - HR   |  |   |
|   | (Street)                                |   | ndment, Dat<br>th/Day/Year)             | e Original                                    |                    |   | 6. Individual or J Applicable Line) _X_ Form filed by  |  |   |
| ST. LOUIS, MO 63141                       |   |   |   |   |                    |   | Form filed by More than One Reporting Person   |  |   |
| (City)                                    | (State) (Z                              | Zip) Table  | e I - Non-De                            | erivative S                                   | ecurit             | ies Acc   | quired, Disposed o   | of, or Beneficial  | lly Owned   |
| 1.Title of Security (Instr. 3)  Energizer | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. SecurionAcquired<br>Disposed<br>(Instr. 3, | l (A) o<br>l of (D | )   | 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 Indirect Beneficial Ownership (Instr. 4) |
| Holdings,<br>Inc.                         | 05/05/2008                              |   | I                                       | 5,889<br>(1)                                  | A                  | \$ 77   | 5,889  | I  | By 401(k)   |

(1)

Energizer Holdings,

Common Stock

Inc. 4,559 D

Common Stock

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

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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<br>Derivative<br>Security<br>(Instr. 3)            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code   | 5. Number conf 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 Ame<br>Underlying Sect<br>(Instr. 3 and 4) |              |
|--|---|---|---|--------|---|--|--------------------|---|--------------|
|  |   |   |   | Code V | (A) (D)   | Date Exercisable   | Expiration<br>Date | Title   | A<br>Oi<br>N |
| Phantom Stock Units in Executive Savings Investment Plan       | \$ 0  | 05/05/2008                              |   | I      | 3,614<br>(2)  | <u>(3)</u>   | <u>(3)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock       |              |
| Non-Qualified<br>Stock Option<br>10/19/04                      | \$ 46.13  |   |   |        |   | 10/19/2005(4)  | 10/18/2014         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock       |              |
| Phantom Stk<br>Units in<br>Deferred<br>Compensation<br>Plan CM | \$ 0  |   |   |        |   | <u>(3)</u>   | (3)                | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock       |              |
| Phantom Stock<br>Units in<br>Deferred<br>Compensation<br>Plan  | \$ 0  |   |   |        |   | <u>(3)</u>   | (3)                | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock       |              |
| Phantom Units<br>in DCP -<br>Performance                       | \$ 0  |   |   |        |   | <u>(5)</u>   | (3)                | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock       | 1            |
| Restricted   | \$0   |   |   |        |   | <u>(6)</u>   | <u>(6)</u>         | Energizer   |              |

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| Stock<br>Equivalent<br>10/10/07               |      |            |            | Holdings,<br>Inc.<br>Common<br>Stock  |
|---|------|------------|------------|---------------------------------------|
| Restricted<br>Stock<br>Equivalent<br>10/19/04 | \$ 0 | <u>(7)</u> | <u>(7)</u> | Energizer Holdings, Inc. Common Stock |
| Restricted<br>Stock<br>Equivalent<br>10/9/06  | \$ 0 | (8)        | <u>(8)</u> | Energizer Holdings, Inc. Common Stock |
| Restricted<br>Stock<br>Equivalents<br>5/19/03 | \$ 0 | <u>(9)</u> | <u>(9)</u> | Energizer Holdings, Inc. Common Stock |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CONRAD PETER J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

VICE PRESIDENT - HR

## **Signatures**

PETER J. 05/06/2008 CONRAD

\*\*Signature of Date
Reporting Person

# **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).
- Mr. Conrad Indirectly owns 5,889 shares of Energizer Holdings, Inc. in the Company's 401(k) Plan. He owns 8,563 units in the Energizer (1) stock fund of the Energizer Holdings, Inc. Savings Investment Plan as of May 5, 2008. The number of shares allocated to a participant in that fund will vary based upon the cash position of the fund and changes in the market price of the common stock from time to time.
- Mr. Conrad indirectly owns 3,614 shares of Energizer Holdings, Inc. in the Company's Executive Savings Investment Plan. He owns 5,255 units in the Energizer stock fund of the Energizer Holdings, Inc. Executive Savings Investment Plan as of May 5, 2008. The number of shares allocated to a participant in that fund will vary based upon the cash position of the fund and changes in the market price of the common stock from time to time.
- (3) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (4) Exercisable at a rate of 25% per year commencing October 19, 2005.

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- 25% of phantom stock units granted will vest on 10/11/08, 25% will vest in November, 2008, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All units that do not vest will be forfeited.
  - 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/10/10. An additional 5% will vest and convert into shares of ENR Common Stock in November, 2010, only if CAGR in earnings per share equals or exceeds 8% for the period between 9/30/07 and 9/30/10; that percentage will be 15% if CAGR for the period equals or exceeds 9%, and 25% if
- (6) 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 will convert 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 unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral is mandated by Energizer Holdings, Inc. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
  - 25% of Restricted Stock Equivalents granted will vest and convert into shares of Energizer Common Stock on 10/9/09, 25% will vest and convert into shares of Energizer Common Stock in November, 2009, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety and convert into shares of Energizer Common Stock at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All
- Energizer Common Stock at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All equivalents will also vest and convert into shares of Energizer Common Stock upon the reporting person's death, involuntary termination (other than for cause) or Change in Control of the Company. All equivalents that do not vest will be forfeited.
- (9) 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 forfeture 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. 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.