

SESCLEIFER DANIEL J
 Form 4
 February 10, 2009

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)
 02/06/2009

____ 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

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| 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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Equivalents 2/6/09 | \$ 0 | 02/06/2009 | | A | | 14,175 | | <u>(1)</u> | <u>(1)</u> | 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 Plan | \$ 0 | | | | | | | <u>(4)</u> | <u>(4)</u> | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Executive Savings Investment Plan | \$ 0 | | | | | | | <u>(4)</u> | <u>(4)</u> | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalent 10/10/07 | \$ 0 | | | | | | | <u>(5)</u> | <u>(5)</u> | Energizer Holdings, Inc. Common Stock |

| | | | | |
|---|------|-----|-----|---|
| Restricted Stock Equivalent 10/13/08 | \$ 0 | (6) | (6) | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalent 10/19/04 | \$ 0 | (7) | (7) | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalent 10/9/06 | \$ 0 | (8) | (8) | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalents 5/19/03 | \$ 0 | (9) | (9) | Energizer Holdings, Inc. Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SESCLEIFER DANIEL J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141 | | | EXECUTIVE VICE PRESIDENT & CFO | |

Signatures

DANIEL J.
SESCLEIFER 02/10/2009

__Signature of Reporting Date
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).
Performance based restricted stock equivalent awards will vest on November 16, 2009 contingent upon achievement of the individual and
- (1) Company performance targets for fiscal year 2009 applicable to the Company's 2009 Annual Bonus Program. Equivalents that do not vest will be forfeited.
 - (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
 - (3) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
 - (4) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
 - (5)

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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 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.

- (6) 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.

- (7) 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.

- (8) 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 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 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. 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.