KLEIN WARD M

Form 4 November 02, 2010

FORM 4 INITED STA

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5
obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KLEIN WARD M			2. Issuer Name and Ticker or Trading Symbol ENERGIZER HOLDINGS INC [ENR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	R HOLDINGS, IARYVILLE	(3. Date of (Month/D 11/01/20	•	ansaction		_X_ Director _X_ Officer (g below) CHIEF I		0% Owner ther (specify OFFICER
ST. LOUIS,	(Street) MO 63141			ndment, Da th/Day/Year)	_		6. Individual or Applicable Line) _X_ Form filed by Person		Person
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securities Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Energizer Holdings, Inc. Common Stock							31,959	D	
Energizer Holdings, Inc. Common Stock							5,240	I	By 401(k)

Energizer Holdings, Inc. Common Stock	800	I	Immediate Family
Energizer Holdings, Inc. Common Stock	17,523	I	by Spouse

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control 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 (A) or Dis (D) (Instr. 3, 4)	Acquired sposed of	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title a Underlyi (Instr. 3 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Equiv. 11/1/10 PB	\$ 0	11/01/2010		A	53,630		<u>(1)</u>	<u>(1)</u>	Energin Holdin Inc. Comm Stock
Restricted Stock Equiv. 11/1/10 TB	\$ 0	11/01/2010		A	22,985		<u>(2)</u>	<u>(2)</u>	Energin Holdin Inc. Comm Stock
Restricted Stock Equivalent 10/10/07	\$ 0	11/02/2010		D		42,000 (<u>3)</u>	<u>(4)</u>	<u>(5)</u>	Energin Holdin Inc. Comm Stock
Non-Qualified Stock Option 1/14/05	\$ 49.18						01/14/2006(6)	01/13/2015	Energia Holdin Inc. Comm

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Non-Qualified Stock Option 1/26/04	\$ 42.9	01/26/2005(7)	01/25/2014	Energia Holdin Inc. Comm Stock
Non-Qualified Stock Option 10/12/09	\$ 65.63	10/12/2012(8)	10/11/2019	Energia Holdin Inc. Comm Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	<u>(5)</u>	<u>(5)</u>	Energia Holdin Inc. Comm Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	<u>(5)</u>	<u>(5)</u>	Energia Holdin Inc. Comm Stock
Phantom Stock Units in Executive Savings Investment Plan	\$ 0	<u>(5)</u>	<u>(5)</u>	Energii Holdin Inc. Comm Stock
Restricted Stock Equivalent 10/12/09 PB	\$ 0	<u>(9)</u>	<u>(9)</u>	Energia Holdin Inc. Comm Stock
Restricted Stock Equivalent 10/12/09 TB	\$ 0	(10)	(10)	Energia Holdin Inc. Comm Stock
Restricted Stock Equivalent 10/13/08	\$ 0	<u>(11)</u>	(11)	Energia Holdin Inc. Comm Stock
Restricted Stock Equivalents	\$ 0	(12)	(12)	Energia Holdin Inc. Comm

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Restricted Stock Equivalents 1/14/05	\$ 0	<u>(13)</u>	(13)	Energi Holdin Inc. Comm Stock
Restricted Stock Equivalents 5/19/03	\$ 0	<u>(14)</u>	<u>(14)</u>	Energion Holdin Inc. Comm

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

KLEIN WARD M ENERGIZER HOLDINGS, INC. X CHIEF EXECUTIVE OFFICER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

Signatures

WARD M. 11/02/2010 **KLEIN**

**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).
 - 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2013, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/10 and 9/30/13, 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 **(1)** 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.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/1/2013 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 **(2)** event of a change of control of the Company.
- Performance restricted stock equivalent awards forfeited, in accordance with the terms of the awards, when performance vesting criteria (3)were not achieved.
 - 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.
- Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc. **(5)**
- **(6)** Exercisable at the rate of 25% per year commencing 1/14/06.

Reporting Owners 4

- (7) Exercisable at a rate of 20% per year commencing 1/26/05.
- (8) 100% exercisable on October 12, 2012 as long as Recipient is still employed on said date. Options will also become exercisable upon the Recipient's death or disability, and in the event of a change of control of the Company occurring on or after November 1, 2011.
 - 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2012, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/09 and 9/30/12, proportionately increasing in 1/10th of 1% increments up to
- (9) 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.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 as long as

 (10) 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.
- Restricted stock equivalents convert into shares of Energizer Common Stock three years from the date of grant 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 terminates employment within three years of grant.
- Restricted Stock Equivalents convert into shares of Energizer Holdings, Inc. common stock 25% on 1/14/06, 25% on 1/14/07, 25% on 1/14/08 and 25% on 1/14/09. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
- 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 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.