ENERGIZER HOLDINGS INC

Form 4 June 08, 2012

Common Stock

FORM	- 1							OMB AF	PPROVAL
FUNIV	4 UNITED ST	TATES SECUR Was	RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287
Check thi if no long	rer							Expires:	January 31,
subject to Section 1 Form 4 of Form 5	6. Filed pursu	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange						Estimated a burden hour response	
obligation may cont <i>See</i> Instru 1(b).	inue. Section 17(a)	of the Public Ut 30(h) of the In	•	_				1	
(Print or Type F	Responses)								
1. Name and A HATFIELD	ddress of Reporting Pe DAVID P	Symbol	r Name and				5. Relationship of Issuer	Reporting Pers	on(s) to
		ENERO [ENR]	SIZER HC	DLDING	S IN	С	(Checl	k all applicable)
(Last)	(First) (Mi	ddle) 3. Date of (Month/D	f Earliest Tra	ansaction			DirectorX Officer (give	title Othe	Owner er (specify
	R HOLDINGS, IARYVILLE IY DRIVE	05/21/2	•				PRES & CEO, I	below) ENR PERSON	AL CARE
	(Street)		ndment, Danth/Day/Year)	_			6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Pe	rson
ST LOUIS,	MO 63141						Form filed by M Person	lore than One Re	porting
(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Energizer			Code V	Amount		Price	(Instr. 3 and 4)		
Holdings, Inc. Common Stock	05/21/2012		M	142	A	\$ 0	142	D	
Energizer Holdings, Inc. Common	05/21/2012		F	142 (1)	D	\$ 73.73	0	D	

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Energizer Holdings, Inc.

Stock

Inc. 169 I By 401(k) Common

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. Transactic Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Restricted Stock Equivalents 5/19/03	\$ 0	05/21/2012		M	142	(2)	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	1
Non-Qualified Stock Option 10/12/09	\$ 65.63					10/12/2012(3)	10/11/2019	Energizer Holdings, Inc. Common Stock	
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005	10/18/2014	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	7,
	\$ 0					<u>(4)</u>	<u>(4)</u>		3,

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Phantom Stock Units in Deferred Compensation Plan				Energizer Holdings, Inc. Common Stock
Restricted Stock Equilvalents 2/6/09	\$ 0	<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. 4, Common Stock
Restricted Stock Equiv. 11/1/10 PB	\$ 0	<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. 13 Common Stock
Restricted Stock Equiv. 11/1/10 TB	\$ O	<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. 5, Common Stock
Restricted Stock Equivalent 10/10/07	\$ O	(8)	<u>(8)</u>	Energizer Holdings, Inc. 3, Common Stock
Restricted Stock Equivalent 10/12/09 PB	\$ O	<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. 15 Common Stock
Restricted Stock Equivalent 10/12/09 TB	\$ 0	<u>(10)</u>	(10)	Energizer Holdings, Inc. 6, Common Stock
Restricted Stock Equivalent 10/13/08	\$ O	<u>(11)</u>	(11)	Energizer Holdings, Inc. 4, Common Stock
Restricted Stock Equivalent 11/7/11 PB	\$ O	<u>(12)</u>	(12)	Energizer Holdings, Inc. 14 Common Stock
	\$ 0	(13)	(13)	6,

Restricted Stock Equivalent 11/7/11 TB Energizer
Holdings,
Inc.
Common
Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HATFIELD DAVID P ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST LOUIS, MO 63141

PRES & CEO, ENR PERSONAL CARE

Signatures

DAVID P.

HATFIELD 06/07/2012

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Withholding taxes associated with vesting of tranche of award in 2012, conversion of which was deferred until retirement at election of Reporting Person.
- 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.
- (3) 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.
- (4) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- Vesting of performance RSEs granted 2/6/09 was contingent upon achievement of Company and individual performance goals for fiscal year 2009. Following fiscal year end, 4,670 equivalents vested and were deferred until retirement in accordance with Reporting Person's deferral election. The remaining 10,397 equivalents were forfeited in accordance with the terms of the performance award.
 - 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
- (6) 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 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 event of a change of control of the Company.
- (8) 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

Reporting Owners 4

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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.

- 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 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%
- (11) 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.
 - 16.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2014, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/11 and 9/30/14, proportionately increasing in 1/10th of 1% increments up to
- (12) 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 11/7/2014 as long as Recipient (13) 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.

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.