

Lumley David R
 Form 4
 December 26, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Lumley David R

2. Issuer Name and Ticker or Trading Symbol
 Spectrum Brands Holdings, Inc.
 [SPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/21/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President GB&PC H&G

C/O SPECTRUM BRANDS HOLDINGS, INC., 601 RAYOVAC 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

MADISON, WI 53711

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/21/2012 | | S ⁽¹⁾ | 46,300 D 43.11 | 66,948 | D | |
| | | | | (2) | | | |

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

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SEC 1474 (9-02)

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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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Rights | (3) | | | | | (3) 09/30/2014 | 09/30/2014 | Common Stock | 149,999 |
| Performance Rights | (4) | | | | | (4) 10/01/2013 | 10/01/2013 | Common Stock | 40,000 |
| Performance Rights | (5) | | | | | (5) 09/30/2013 | 09/30/2013 | Common Stock | 36,166 |
| Performance Rights | (6) | | | | | (6) 09/30/2013 | 09/30/2013 | Common Stock | 86,800 |
| Performance Rights | (7) | | | | | (7) 09/30/2013 | 09/30/2013 | Common Stock | 28,933 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lumley David R C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE MADISON, WI 53711 | X | | CEO and President GB&PC H&G | |

Signatures

/s/ Nathan E. Faegre,
attorney-in-fact

12/26/2012

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan, adopted by Mr. Lumley on June 15, 2012.
 - (2) Reflects the weighted average price of 46,300 shares of Common Stock of the Issuer sold by Mr. Lumley in multiple transactions on December 21, 2012 at prices ranging from \$42.54 to \$43.64 per share. Mr. Lumley undertakes to provide upon request by the U.S.

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Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (3) Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 (the "2013 Award"). An additional 50% will vest on September 30, 2014, if Mr. Lumley is employed by the Issuer on such date. Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award, which represents achievement of 135% of the performance targets. If 100% of the performance targets is achieved, 111,111 shares are issuable upon full vesting of the 2013 Award.

- (4) Each performance right represents a contingent right to receive one share of the Issuer's common stock. The performance rights will vest 100% on October 1, 2013 if the Issuer meets a certain adjusted EBITDA performance target in connection with the successful integration of the Hardware Home Improvement Group from Stanley Black & Decker, Inc., and if Mr. Lumley is employed by the Issuer on such date.

- (5) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 15, 2010 under the Issuer's 2011 Two-Year Equity Award Plan vested on November 16, 2012 and such performance rights settled for 36,166 shares of the Issuer's common stock (the "Two-Year Award"). In addition, an amount equal to the Two-Year Award will vest on September 30, 2013, if Mr. Lumley is employed by the Issuer on such date.

- (6) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan vested on November 16, 2012 and such performance rights settled for 86,800 shares of the Issuer's common stock. An additional 86,800 performance rights will vest and settle for shares of the Issuer's common stock on September 30, 2013, if Mr. Lumley is employed by the Issuer on such date.

- (7) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan for exceeding performance targets vested on November 16, 2012 and such performance rights settled for 28,933 shares of the Issuer's common stock. An additional 28,933 performance rights will vest and settle for shares of the Issuer's common stock on September 30, 2013, if Mr. Lumley is employed by the Issuer on such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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