

SESCLEIFER DANIEL J

Form 4

October 26, 2004

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

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

OMB APPROVAL

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(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)
ENERGIZER HOLDINGS,
INC., 533 MARYVILLE
UNIVERSITY DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2004

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EXECUTIVE VICE PRESIDENT & CFO

ST. LOUIS, MO 63141

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Beneficial Ownership (Instr. 4)
Energizer Holdings, Inc. Common Stock	10/22/2004		S	1,800 (1)	D \$ 45.45	18,332	D
Energizer Holdings, Inc. Common Stock	10/22/2004		S	2,000 (1)	D \$ 46.05	16,332	D

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Energizer Holdings, Inc. Common Stock	10/22/2004	S	300 <u>(1)</u>	D	\$ 46.08	16,032	D	
Energizer Holdings, Inc. Common Stock	10/22/2004	S	100 <u>(1)</u>	D	\$ 46.1	15,932	D	
Energizer Holdings, Inc. Common Stock	10/22/2004	S	200 <u>(1)</u>	D	\$ 46.11	15,732	D	
Energizer Holdings, Inc. Common Stock	10/22/2004	S	600 <u>(1)</u>	D	\$ 46.12	15,132	D	
Energizer Holdings, Inc. Common Stock						418	I	By 401(k)

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

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(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. 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)
	\$ 21.0625			Code V (A) (D)		Date Exercisable 11/20/2001 Expiration Date 11/19/2010	Title Amount 170,000 Shares

Non-Qualified Stock Option 11/20/00				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	10,0
Non-Qualified Stock Option 9/23/02	\$ 30.1	09/23/2005 ⁽³⁾	09/22/2012	Energizer Holdings, Inc. Common Stock	50,0
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	1,6
Phantom Stock Units in Deferred Compensation Plan	\$ 0	<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock	6,5
Phantom Stock Units in Executive Savings Investment Plan	\$ 0	<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock	1,0
Restricted Stock Equivalent 10/19/04	\$ 0	<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock	5,0
Restricted Stock Equivalents 5/19/03	\$ 0	<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. Common Stock	20,0

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

10/26/2004

__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) Sale of shares was made pursuant to a 10b5-1 plan.
- (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) Company match on deferrals into Energizer phantom stock units in Deferred Compensation Plan vests 3 years from grant, provided match deferral remains in units for a period of one year.
- (5) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
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.
- (6) 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 forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
- (7)

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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