

SESCLEIFER DANIEL J
Form 4
March 15, 2013

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)
03/13/2013

____ 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			
Energizer Holdings, Inc. Common Stock					11,627	D	

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

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SEC 1474 (9-02)

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 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	03/13/2013		A	<u>14</u> (1)	<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	14
Phantom Stock Units in Deferred Compensation Plan	\$ 0	03/13/2013		A	<u>11</u> (1)	<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	11
Non-Qualified Stock Option 10/12/09	\$ 65.63					10/12/2012 ⁽³⁾	10/11/2019	Energizer Holdings, Inc. Common Stock	25,000
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	4
Restricted Stock Equiv. 11/1/10 PB	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	13,333
Restricted Stock Equiv. 11/1/10 TB	\$ 0					<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common	5,714

Restricted Stock Equiv. 12/10/12 PB	\$ 0	<u>(6)</u>	<u>(6)</u>	Stock Energizer Holdings, Inc. Common Stock	13,2
Restricted Stock Equiv. 12/10/12 TB	\$ 0	<u>(7)</u>	<u>(7)</u>	Stock Energizer Holdings, Inc. Common Stock	5,6
Restricted Stock Equivalent 10/10/07	\$ 0	<u>(8)</u>	<u>(8)</u>	Stock Energizer Holdings, Inc. Common Stock	3,4
Restricted Stock Equivalent 10/12/09 TB	\$ 0	<u>(9)</u>	<u>(9)</u>	Stock Energizer Holdings, Inc. Common Stock	6,4
Restricted Stock Equivalent 10/13/08	\$ 0	<u>(10)</u>	<u>(10)</u>	Stock Energizer Holdings, Inc. Common Stock	4,8
Restricted Stock Equivalent 10/19/04	\$ 0	<u>(11)</u>	<u>(11)</u>	Stock Energizer Holdings, Inc. Common Stock	4,8
Restricted Stock Equivalent 11/7/11 PB	\$ 0	<u>(12)</u>	<u>(12)</u>	Stock Energizer Holdings, Inc. Common Stock	14,1
Restricted Stock Equivalent 11/7/11 TB	\$ 0	<u>(13)</u>	<u>(13)</u>	Stock Energizer Holdings, Inc. Common Stock	6,0
Restricted Stock Equivalents 5/19/03	\$ 0	<u>(14)</u>	<u>(14)</u>	Stock Energizer Holdings, Inc. Common Stock	19,5

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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.

- (11) 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.

- (12) 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 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.

- (13) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/7/2014 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.

- (14) 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.