

SESCLEIFER DANIEL J
Form 4
October 25, 2006

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 *
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)
10/23/2006

____ 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount or Price				
Energizer Holdings, Inc. Common Stock	10/23/2006		M		10,000 (1)	A	\$ 30.1	10,000	D
Energizer Holdings, Inc. Common Stock	10/23/2006		S		10,000 (1)	D	\$ 77.75	0	D

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 9/23/02	\$ 30.1	10/23/2006		M	10,000 (1)	09/23/2005(2)	09/22/2012	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005(3)	10/18/2014	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					(4)	(4)	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0					(5)	(5)	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					(5)	(5)	Energizer Holdings, Inc. Common Stock
Phantom Units in DCP -	\$ 0					(6)	(5)	Energizer Holdings,

Performance					Inc. Common Stock
Restricted Stock Equivalent 10/19/04	\$ 0		<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/9/06	\$ 0		<u>(8)</u>	<u>(8)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 5/19/03	\$ 0		<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. Common Stock

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 10/25/2006

 **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) Non-Qualified Stock Option exercise, and sale of the shares acquired, was made pursuant to a 10b5-1 plan.
- (2) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (3) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (4) Company match on deferrals into Energizer phantom stock units in Deferred Compensation Plan vests 3 years from grant, provided matched 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.
- (6) 25% of phantom stock units granted will vest on 10/11/08, 25% will vest in November, 2008, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All units that do not vest will be

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forfeited.

- (7) 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.

- (8) 25% of Restricted Stock Equivalents granted will vest and convert into shares of Energizer Common Stock on 10/9/09, 25% will vest and convert into shares of Energizer Common Stock in November, 2009, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety and convert into shares of Energizer Common Stock at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All units will also vest and convert into shares of Energizer Common Stock upon the reporting person's death, involuntary termination (other than for cause) or Change in Control of the Company. All units that do not vest will be forfeited.

- (9) 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.

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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