ENERGIZER HOLDINGS INC

Form 4 March 29, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

HATFIELD DAVID P Syn			Symbol	ENERGIZER HOLDINGS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	R HOLDINGS, MARYVILLE	(Middle)	3. Date of (Month/D 03/28/20	-	ansaction			Director _X_ Officer (given below) PRES & CEO,	e titleOtho	Owner er (specify AL CARE
ST LOUIS,	(Street) MO 63141			ndment, Da hth/Day/Year	_	1		6. Individual or Jo Applicable Line) _X_ Form filed by Market Form filed by Market Person		rson
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	emed on Date, if 'Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D)	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	03/28/2013			М	5,000 (1)	A	\$ 46.13	5,000	D	
Energizer Holdings, Inc. Common Stock	03/28/2013			S	5,000 (1)	D	\$ 99.5	0	D	

Energizer Holdings, Inc. Common

Stock

254 I By 401(k)

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

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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)	Secu Acqu (A) o Disp (D)	orities uired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option 10/19/04	i \$ 46.13	03/28/2013		M		5,000 (1)	10/19/2005 <u>(2)</u>	10/18/2014	Energizer Holdings, Inc. Common Stock	
Non-Qualified Stock Option 10/12/09	\$ 65.63						10/12/2012(3)	10/11/2019	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	
Phantom Stoc Units in Deferred Compensation Plan	\$ 0						<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	
Restricted	\$ 0						<u>(5)</u>	(5)	Energizer	

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

Equivalent 11/7/11 PB			Inc. Common Stock
Restricted Stock Equivalent 11/7/11 TB	\$ 0	<u>(15)</u> <u>(15)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 5/19/03	\$0	<u>(16)</u> <u>(16)</u>	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 03/29/2013

**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) Exercise of Non-Qualified Stock Options and sale of related shares executed pursuant to a 10b5-1 Plan.
- (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (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.
- (7) 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

Reporting Owners 4

event of a change of control of the Company.

- Performance Restricted Stock Equivalents (PSE) granted will vest in three years, subject to achievement of applicable performance criteria, as long as Recipient is still employed with the Company. All PSE will also vest and convert upon the Reporting Person's death. 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.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/5/2015 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death, 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 10/10/10. 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
- (10) 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 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
- (11) 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

 (12) 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% for the period between 0/20/08 and 0/20/11 proportionately increasing in 1/10th of 1% increments we to 75% of the PSEs granted if
- 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
- (14) 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 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.
- 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.

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.