

ENERGIZER HOLDINGS INC

Form 4

November 14, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KLEIN WARD M**

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, 533 MARYVILLE UNIVERSITY DRIVE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/12/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CHIEF EXECUTIVE OFFICER**

**ST. LOUIS, MO 63141**

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

(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	11/12/2014		M		38,670 A \$ 0	105,454	D
Energizer Holdings, Inc. Common Stock	11/12/2014		F		18,543 D \$ 125.13	86,911	D
						12,000	I

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Energizer Holdings, Inc. Common Stock			CSK Family Trust
Energizer Holdings, Inc. Common Stock	12,000	I	WMK Family Trust
Energizer Holdings, Inc. Common Stock	5,523	I	by Spouse

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

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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
Restricted Stock Equiv. 11/13/14 TB	\$ 0	11/13/2014		A	33,004	(1) (1)	Energizer Holdings, Inc. Common Stock 33,000
Restricted Stock Equivalent 11/7/11 PB	\$ 0	11/12/2014		D	22,712	(2) (2)	Energizer Holdings, Inc. Common Stock 22,712
Restricted Stock Equivalent 11/7/11 PB	\$ 0	11/12/2014		M	38,670	(2) (2)	Energizer Holdings, Inc. Common Stock 38,670

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN WARD M ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141	X		CHIEF EXECUTIVE OFFICER	

## Signatures

WARD M. KLEIN	11/14/2014
**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) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/13/2016 if Recipient is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.  
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. A portion will vest upon retirement meeting certain criteria.

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.