

Spectrum Brands Holdings, Inc.
Form 4
October 30, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
POLISTINA TERRY

2. Issuer Name and Ticker or Trading Symbol
Spectrum Brands Holdings, Inc. [SPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O SPECTRUM BRANDS HOLDINGS, INC., 601 RAYOVAC 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

MADISON, WI 53711

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/28/2013		M	18,518 A (1)	100,535 (2)	D	
Common Stock	10/28/2013		F	7,715 (3) D \$ 66.41 (4)	92,820	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)

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Reflects the weighted average price of 7,715 shares of Common Stock of the Issuer sold by Mr. Polistina in multiple transactions on October 28, 2013 at prices ranging from \$65.93 to \$66.86 per share. Mr. Polistina undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (5) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

Up to 50% of such performance rights granted under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 (the "Performance Vesting Date")("Performance Award"). In addition, an amount equal to the Performance Award will vest on the first

- (6) anniversary of the Performance Vesting Date ("Service Award"). Mr. Polistina will also be eligible to receive up to 19,444 additional shares ("Additional Award") within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2014. The Performance Award, the Service Award and the Additional Award together constitute the 2013 Award.

Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award, which represents achievement

- (7) of 135% of the performance targets. If 100% of the performance targets is achieved, 55,555 shares are issuable upon full vesting of the 2013 Award.

The performance rights will vest 100% within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 in connection with the successful integration of the Hardware Home Improvement Group from Stanley Black & Decker, Inc.

- (8)

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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