Edgar Filing: Genito Anthony L - Form 4

Genito Anthor Form 4	ny L										
November 17	. 2010										
FORM	Л	статрс	SECUE	ITIES AT	ND FYC	нлл	JCF (COMMISSION		PPROVAL	
<i></i>		hington,					OMB Number:	3235-0287			
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruc	Filed pure Section 17(a	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							burden hou response	Estimated average burden hours per response 0.5	
1(b).											
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> Genito Anthony L			2. Issuer Name and Ticker or Trading Symbol Spectrum Brands Holdings, Inc. [SPB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (N RUM BRANDS INC., 601 RAY	Aiddle) OVAC	3. Date of (Month/Da 11/15/20	-	ansaction			Director X Officer (give below) EVF		Owner er (specify	
Filed(Mon				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
MADISON,	WI 53711							Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. Transactio Code (Instr. 8) Code V	4. Securiti on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/15/2010			А	17,364	А	<u>(1)</u>	97,650 <u>(2)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transact Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) Disposed of ((Instr. 3, 4, ar 5)	Exp (Mo or D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	7 (A) (Dat D)	e ercisable	Expiration Date	Title	Amou Numt Share
Performance Rights	<u>(3)</u>	11/15/2010		А	88,888		(3)	09/30/2012	Common Stock	88,8
Performance Rights	<u>(4)</u>	11/15/2010		А	111,111		(4)	09/30/2013	Common Stock	111,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Genito Anthony L C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE MADISON, WI 53711			EVP, CFO & CAO			
Signatures						

/s/ Anthony L. 11/17/2010 Genito

**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).
- On November 15, 2010, Mr. Genito was awarded 17,364 shares of restricted stock of Issuer, which are scheduled to vest 33 1/3% on (1) September 30, 2011, 33 1/3% on September 30, 2012 and 33 1/3% on September 30, 2013 if Mr. Genito is employed by the Issuer on such dates.
- In addition to the restricted stock discussed in footnote 1 above, amount includes 27,778 shares of restricted stock scheduled to vest on (2)October 1, 2011 if Mr. Genito is employed by the Issuer on such date.

Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting

(3) certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2011, if Mr. Genito is employed by the Issuer on such date (the "2011 Award"). In addition, an amount equal to the 2011 Award will vest on September 30, 2012, if Mr. Genito is employed by the Issuer on such date.

Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting

(4) certain adjusted EBITDA, free cash flow and strategic integration performance targets for the two years ended September 30, 2012, if Mr. Genito is employed by the Issuer on such date (the "2012 Award"). In addition, an amount equal to the 2012 Award will vest on September 30, 2013, if Mr. Genito is employed by the Issuer on such date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.