Spectrum Brands Holdings, Inc.

Form 4

December 10, 2015

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

Other (specify

Estimated average burden hours per response... 0.5

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Spectrum Brands Holdings, Inc.

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

[SPB]

1(b).

(Last)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Maura David M

(First) (Middle)

C/O SPECTRUM BRANDS

2. Transaction Date 2A. Deemed

HOLDINGS, INC., 3001 DEMING WAY

(Street)

4. If Amendment, Date Original

12/10/2015

(Month/Day/Year)

Filed(Month/Day/Year)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

(D) or

Indirect (I)

(Instr. 4)

5. Relationship of Reporting Person(s) to

(Check all applicable)

MIDDLETON, WI 53562

(City) (State) (Zip)

(Month/Day/Year)

3. 4. Securities Acquired Execution Date, if

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned

Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Code V Amount (D) Common 12/10/2015 Stock

(Month/Day/Year)

Price 500

(A)

237,414 (1) (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security	Acquired									Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
							Expiration Date		or		
								(Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Maura David M C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562

Signatures

/s/ Nathan E. Fagre, attorney-in-fact 12/10/2015

**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).

X

- Includes 3,627 restricted stock units of the Issuer awarded to Reporting Person under the Spectrum Brands Holdings, Inc. 2011 Omnibus

 (1) Equity Award Plan which are settled in shares of common stock of the Issuer and which are scheduled to vest in full on October 1, 2016 if Reporting Person is a director of the Issuer on such date.
 - Includes 80,000 shares of restricted common stock of the Issuer awarded to Reporting Person on November 25, 2014 under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer and which are
- scheduled to vest in two installments as follows: (i) 50,000 shares on November 25, 2016; and (ii) the remaining 30,000 shares on November 25, 2017 (the "Vesting Dates"). Any remaining unvested portion of the award shall be forfeited and cancelled if Reporting Person voluntarily ceases to provide services either as a director or officer to the Issuer prior to the respective Vesting Date(s) for any unvested portion(s).

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.

Reporting Owners 2