

KLEIN WARD M  
Form 4  
November 29, 2012

**FORM 4**

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

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

## OMB APPROVAL

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(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/20/2012

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

(Street)  
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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of<br>(A) or (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                   |                                         |                                                             | Code                                    | V                                                                             | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 11/20/2012                              |                                                             | G                                       | V                                                                             | 12,000                                                                                                             | D                                                                       | \$ 0 44,346                                                       |
| Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 11/20/2012                              |                                                             | G                                       | V                                                                             | 13,517                                                                                                             | D                                                                       | \$ 0 30,829                                                       |
|                                                   | 11/20/2012                              |                                                             | G                                       | V                                                                             | 12,000                                                                                                             | A                                                                       | \$ 0 12,000                                                       |

|                                       |            |  |   |   |        |   |      |        |   |                  |
|---------------------------------------|------------|--|---|---|--------|---|------|--------|---|------------------|
| Energizer Holdings, Inc. Common Stock |            |  |   |   |        |   |      |        |   | CSK Family Trust |
| Energizer Holdings, Inc. Common Stock | 11/20/2012 |  | G | V | 12,000 | A | \$ 0 | 12,000 | I | WMK Family Trust |
| Energizer Holdings, Inc. Common Stock | 11/20/2012 |  | G | V | 12,000 | D | \$ 0 | 5,523  | I | by Spouse        |
| Energizer Holdings, Inc. Common Stock |            |  |   |   |        |   |      | 5,222  | I | By 401(k)        |
| Energizer Holdings, Inc. Common Stock |            |  |   |   |        |   |      | 800    | I | Immediate Family |

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|------------------------------------------------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable                                               | Expiration<br>Date | Title                                                            | Amount<br>Number<br>Shares |
|                                                     | \$ 49.18                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/14/2006 <sup>(1)</sup>                                      | 01/13/2015         |                                                                  | 45,000                     |

|                                                                         |          |  |                           |            |                                                   |      |
|-------------------------------------------------------------------------|----------|--|---------------------------|------------|---------------------------------------------------|------|
| Non-Qualified<br>Stock Option<br>1/14/05                                |          |  |                           |            | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |      |
| Non-Qualified<br>Stock Option<br>1/26/04                                | \$ 42.9  |  | 01/26/2005 <sup>(2)</sup> | 01/25/2014 | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 100, |
| Non-Qualified<br>Stock Option<br>10/12/09                               | \$ 65.63 |  | 10/12/2012 <sup>(3)</sup> | 10/11/2019 | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 38,0 |
| Phantom Stk<br>Units in<br>Deferred<br>Compensation<br>Plan CM          | \$ 0     |  | <u>(4)</u>                | <u>(4)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 20,4 |
| Phantom Stock<br>Units in<br>Deferred<br>Compensation<br>Plan           | \$ 0     |  | <u>(4)</u>                | <u>(4)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 176, |
| Phantom Stock<br>Units in<br>Executive<br>Savings<br>Investment<br>Plan | \$ 0     |  | <u>(4)</u>                | <u>(4)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 2,8  |
| Restricted<br>Stock Equiv.<br>11/1/10 PB                                | \$ 0     |  | <u>(5)</u>                | <u>(5)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 53,  |
| Restricted<br>Stock Equiv.<br>11/1/10 TB                                | \$ 0     |  | <u>(6)</u>                | <u>(6)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 22,9 |
| Restricted<br>Stock<br>Equivalent<br>10/10/07                           | \$ 0     |  | <u>(7)</u>                | <u>(7)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 13,0 |

|                                                  |      |      |      |                                                   |      |
|--------------------------------------------------|------|------|------|---------------------------------------------------|------|
| Restricted<br>Stock<br>Equivalent<br>10/12/09 TB | \$ 0 | (8)  | (8)  | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 25,4 |
| Restricted<br>Stock<br>Equivalent<br>10/13/08    | \$ 0 | (9)  | (9)  | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 20,9 |
| Restricted<br>Stock<br>Equivalent<br>11/7/11 PB  | \$ 0 | (10) | (10) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 61,3 |
| Restricted<br>Stock<br>Equivalent<br>11/7/11 TB  | \$ 0 | (11) | (11) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 26,3 |
| Restricted<br>Stock<br>Equivalents               | \$ 0 | (12) | (12) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 30,0 |
| Restricted<br>Stock<br>Equivalents<br>1/14/05    | \$ 0 | (13) | (13) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 21,8 |
| Restricted<br>Stock<br>Equivalents<br>5/19/03    | \$ 0 | (14) | (14) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 19,5 |

## Reporting Owners

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

## Signatures

WARD M.  
KLEIN

11/29/2012

\*\*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) Exercisable at the rate of 25% per year commencing 1/14/06.
- (2) Exercisable at a rate of 20% per year commencing 1/26/05.
- (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.  
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
- (5) 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 11/1/2013 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 event of a change of control of the Company.
- (6) 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 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.  
Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 as long as
- (8) 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 9/30/08 and 9/30/11, proportionately increasing in 1/10th of 1% increments up to 75% of the RSEs granted if
- (9) 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
- (10) 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.
- (11) Restricted stock equivalents convert into shares of Energizer Common Stock three years from the date of grant 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 forfeiture if Reporting Person terminates employment within three years of grant.
- (12) Restricted Stock Equivalents convert into shares of Energizer Holdings, Inc. common stock - 25% on 1/14/06, 25% on 1/14/07, 25% on 1/14/08 and 25% on 1/14/09. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to
- (13)

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conversion dates, other than upon retirement after attaining age 55.

- (14) 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 forfeiture 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.

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