

ENERGIZER HOLDINGS, INC.

Form 4

November 16, 2016

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 *
Boss Emily K

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)
11/14/2016

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
VP, General Counsel

(Street)
ST. LOUIS, MO 63141

4. If Amendment, Date Original
Filed(Month/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
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 Ownership (Instr. 4)
Common Stock	11/14/2016		M	8,757 A	\$ 0 16,789	D	
Common Stock	11/14/2016		F	3,305 (1) D	\$ 43.84 13,484	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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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 Equivalent 11/13/2014 TB	\$ 0	11/14/2016		M		8,757		<u>(2)</u>	<u>(2)</u>	Common Stock	8,757
Restricted Stock Equivalent 11/14/2016 TB	\$ 0	11/14/2016		A		3,525		<u>(3)</u>	<u>(3)</u>	Common Stock	3,525

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Boss Emily K ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141	VP, General Counsel

Signatures

By: Melissa A. Nazzoli Attorney in Fact For: Emily K. Boss 11/16/2016

__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) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of Restricted Stock Equivalent award ("RSE") previously granted under the Energizer Holdings, Inc. Equity Incentive Plan.
- (2) RSE vests and converts into shares of Energizer Common Stock on 11/13/2016 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (3) RSE vests and converts into shares of Energizer Common Stock on 11/14/2019 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.

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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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