

ENERGIZER HOLDINGS INC

Form 4

December 17, 2008

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

(Last) (First) (Middle)

**ENERGIZER HOLDINGS,
INC., 533 MARYVILLE
UNIVERSITY DRIVE**

(Street)

ST. LOUIS, MO 63141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**ENERGIZER HOLDINGS INC
[ENR]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Energizer Holdings, Inc. Common Stock					13,517	D	
Energizer Holdings, Inc. Common Stock					5,278	I	By 401(k)

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Energizer Holdings, Inc. Common Stock	800	I	Immediate Family
Energizer Holdings, Inc. Common Stock	17,523	I	by Spouse

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

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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 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Equivalents 1/14/05	\$ 0	12/15/2008		F	237 (1)	(2) (2)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 1/14/05	\$ 0	12/15/2008		F	118 (3)	(2) (2)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 5/19/03	\$ 0	12/15/2008		F	140 (4)	(5) (6)	Energizer Holdings, Inc. Common Stock
Non-Qualified	\$ 21.0625					11/20/2001 11/19/2010	Energizer

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Stock Option 11/20/00					Holdings, Inc. Common Stock	
Non-Qualified Stock Option 5/08/00	\$ 17		05/08/2001	05/07/2010	Energizer Holdings, Inc. Common Stock	40
Non-Qualified Stock Option 1/14/05	\$ 49.18		01/14/2006 ⁽⁷⁾	01/13/2015	Energizer Holdings, Inc. Common Stock	45
Non-Qualified Stock Option 1/26/04	\$ 42.9		01/26/2005 ⁽⁸⁾	01/25/2014	Energizer Holdings, Inc. Common Stock	10
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0		<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. Common Stock	19
Phantom Stock Units in Deferred Compensation Plan	\$ 0		<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. Common Stock	17
Phantom Stock Units in Executive Savings Investment Plan	\$ 0		<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. Common Stock	2
Restricted Stock Equivalent 10/10/07	\$ 0		<u>(10)</u>	<u>(10)</u>	Energizer Holdings, Inc. Common Stock	56
Restricted Stock Equivalent 10/13/08	\$ 0		<u>(11)</u>	<u>(11)</u>	Energizer Holdings, Inc. Common Stock	86
	\$ 0		<u>(12)</u>	<u>(12)</u>		80

Restricted
Stock
Equivalent
10/9/06

Energizer
Holdings,
Inc.
Common
Stock

Restricted
Stock
Equivalents

\$ 0

(13)

(13)

Energizer
Holdings,
Inc.
Common
Stock

30

Reporting Owners

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

Signatures

WARD M.
KLEIN 12/17/2008

**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) Withholding taxes associated with vesting of legs of award in 2006 and 2007, conversion of which was deferred until retirement at the election of Reporting Person.
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 conversion dates, other than upon retirement after attaining age 55.
- (2) Withholding taxes associated with vesting of leg of award in 2008, conversion of which was deferred until retirement at election of Reporting Person.
- (3) Withholding taxes associated with vesting of leg of award in 2006, conversion of which was deferred until retirement at election of Reporting Person.
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.
- (4) Exercisable at a rate of 20% per year commencing May 19, 2004.
- (5) Exercisable at the rate of 25% per year commencing 1/14/06.
- (6) Exercisable at a rate of 20% per year commencing 1/26/05.
- (7) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.

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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.

(10) 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 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.

(11) 25% of Restricted Stock Equivalents granted will vest and convert into shares of Energizer Common Stock on 10/9/09, 25% will vest and convert into shares of Energizer Common Stock in November, 2009, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety and convert into shares of Energizer Common Stock at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All equivalents will also vest and convert into shares of Energizer Common Stock upon the reporting person's death, involuntary termination (other than for cause) or Change in Control of the Company. All equivalents that do not vest will be forfeited.

(12) 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.

(13) 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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