

Spectrum Brands Holdings, Inc.
Form 4
January 27, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARBINGER GROUP INC.

2. Issuer Name and Ticker or Trading Symbol
Spectrum Brands Holdings, Inc. [SPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
450 PARK AVENUE, 27TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
*See Remarks

NEW YORK, NY 10022

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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------|------------|---|-------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock (par value \$0.01 per share) | 01/25/2012 | | P | | 8,100 | A | | \$ 29.22 (1) | 28,068,158 | D | (2) (3) (4) |
| Common Stock (par value \$0.01 per share) | 01/26/2012 | | P | | 15,000 | A | | \$ 29.25 (5) | 28,083,158 | D | (2) (3) (4) |
| Common Stock (par value \$0.01 per share) | 01/27/2012 | | P | | 13,000 | A | | \$ 29.11 (6) | 28,096,158 | D | (2) (3) (4) |

per share)

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

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | *See Remarks |
|---|---------------|-----------|---------|-------|--------------|
| | Director | 10% Owner | Officer | Other | |
| HARBINGER GROUP INC. 450 PARK AVENUE 27TH FLOOR NEW YORK, NY 10022 | | X | | | |

Signatures

Harbinger Group Inc. By: /s/ Francis T. McCarron, Executive Vice President and Chief Financial Officer(+)

01/27/2012

__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) The price shown in Column 4 is a weighted average purchase price of these shares (the "Shares") of the Issuer's common stock, par value \$0.01 per Share on the transaction date. The price range for the purchases is \$28.98 to \$29.47 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares purchased at each separate price.
 - (2) The Shares are owned by Harbinger Group Inc., which is the Reporting Person, or a wholly-owned subsidiary.

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- (3) The Shares may be deemed to be indirectly beneficially owned by the following: Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"); Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund; Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"); Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund; Harbinger Holdings, LLC ("Harbinger Holdings"), the managing member of HCPSS and Harbinger LLC; and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund and the Special Situations Fund (collectively, the "Harbinger Persons").
- (4) The Harbinger Persons are not reporting persons hereunder; they have filed a separate Statement of Changes in Beneficial Ownership on Form 4 with respect to their deemed indirect interests in the Shares.
- (5) The price shown in Column 4 is a weighted average purchase price of the Shares on the transaction date. The price range for the purchases is \$29.09 to \$29.50 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares purchased at each separate price.
- (6) The price shown in Column 4 is a weighted average purchase price of the Shares on the transaction date. The price range for the purchases is \$29.05 to \$29.24 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares purchased at each separate price.

Remarks:

(+) The Harbinger Persons and HGI may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934.

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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