

MORGAN STANLEY DEAN WITTER CAPITAL INVESTORS IV L P

Form 4

March 04, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5Check 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 \*  
MSDW CAPITAL PARTNERS IV  
INC

(Last) (First) (Middle)

1585 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
EnerSys [ENS]3. Date of Earliest Transaction  
(Month/Day/Year)  
02/29/20084. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	02/29/2008		S		3,864,636	D	\$ 22.4	8,626,301	I <sup>(1)</sup>  <u>Through partnerships</u> <sup>(2)</sup>

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MSDW CAPITAL PARTNERS IV INC 1585 BROADWAY NEW YORK, NY 10036		X		
MSDW IV 892 INVESTORS L P 1585 BROADWAY NEW YORK, NY 10036		X		
MSDW CAPITAL PARTNERS IV LLC 1585 BROADWAY NEW YORK, NY 10036		X		
MORGAN STANLEY DEAN WITTER CAPITAL INVESTORS IV L P 1585 BROADWAY NEW YORK, NY 10036		X		
MSDW Capital Partners IV, L P 1585 BROADWAY NEW YORK, NY 10036		X		

## Signatures

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc.

03/04/2008

\_\_Signature of Reporting Person

Date

s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of MSDW IV 892 Investors, L.P.

03/04/2008

\_\_Signature of Reporting Person

Date

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC

03/04/2008

\_\_Signature of Reporting Person

Date

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as-attorney-in fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of Morgan Stanley Dean Witter Capital Partners IV, L.P.

03/04/2008

\_\_Signature of Reporting Person

Date

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of Morgan Stanley Dean Witter Capital Investors IV, L.P.

03/04/2008

\_\_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).

Except for Morgan Stanley Dean Witter Capital Partners IV, L.P., MSDW IV 892 Investors, L.P., and Morgan Stanley Dean Witter Capital Investors IV, L.P., which hold the common stock directly. Includes 11,227,435 shares held directly by Morgan Stanley Dean

- (1) Witter Capital Partners IV, L.P., 956,662 shares held directly by MSDW IV 892 Investors, L.P., and 306,840 shares held directly by Morgan Stanley Dean Witter Capital Investors IV, L.P. MSDW Capital Partners IV, LLC is the general partner of such funds. MSDW Capital Partners IV, Inc. is the member of the general partner.

MSDW Capital Partners IV, Inc. and MSDW Capital Partners IV, LLC have no direct pecuniary interest in securities in Table I(5). Such

- (2) persons may be deemed to beneficially own an indirect pecuniary interest in securities in Table I(5). Such persons disclaim beneficial ownership therein except to the extent ultimately realized.

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.