

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**
SEC Accession No. [0001096752-13-000011](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

SESCLEIFER DANIEL J

CIK: **1182963**

Type: **4** | Act: **34** | File No.: **001-15401** | Film No.: **13522923**

Mailing Address
*ENERGIZER HOLDINGS INC
533 MARYVILLE
UNIVERSITY DR
ST LOUIS MO 63141*

ISSUER

ENERGIZER HOLDINGS INC

CIK: **1096752** | IRS No.: **431863181** | State of Incorporation: **MO** | Fiscal Year End: **0930**
SIC: **3690** Miscellaneous electrical machinery, equipment & supplies

Mailing Address
*533 MARYVILLE
UNIVERSITY DRIVE
ST LOUIS MO 63141*

Business Address
*533 MARYVILLE
UNIVERSITY DRIVE
ST LOUIS MO 63141
3149852161*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person SESCLEIFER DANIEL J			2. Issuer Name and Ticker or Trading Symbol ENERGIZER HOLDINGS INC [ENR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EXECUTIVE VICE PRESIDENT & CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013					
ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) ST. LOUIS, MO 63141								
(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			
Energizer Holdings, Inc. Common Stock								11,627	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	01/08/2013		I		673	(1)	(2)	(2)	Energizer Holdings, Inc. Common Stock	673	\$81.46 (3)	3,184	D	
Non-Qualified Stock Option 10/12/09	\$65.63							10/12/2012 (4)	10/11/2019	Energizer Holdings, Inc. Common Stock	25,000		25,000	D	
Non-Qualified Stock Option 10/19/04	\$46.13							10/19/2005 (5)	10/18/2014	Energizer Holdings, Inc. Common Stock	5,000		5,000	D	

Phantom Stock Units in Deferred Compensation Plan	\$ 0						(2)	(2)	Energizer Holdings, Inc. Common Stock	2,568		2,568	D
Phantom Stock Units in Executive Savings Investment Plan	\$ 0						(2)	(2)	Energizer Holdings, Inc. Common Stock	41		41	D
Restricted Stock Equiv. 11/1/10 PB	\$ 0						(6)	(6)	Energizer Holdings, Inc. Common Stock	13,300		13,300	D
Restricted Stock Equiv. 11/1/10 TB	\$ 0						(7)	(7)	Energizer Holdings, Inc. Common Stock	5,700		5,700	D
Restricted Stock Equiv. 12/10/12 PB	\$ 0						(8)	(8)	Energizer Holdings, Inc. Common Stock	13,222		13,222	D
Restricted Stock Equiv. 12/10/12 TB	\$ 0						(9)	(9)	Energizer Holdings, Inc. Common Stock	5,667		5,667	D
Restricted Stock Equivalent 10/10/07	\$ 0						(10)	(10)	Energizer Holdings, Inc. Common Stock	3,426		3,426	D
Restricted Stock Equivalent 10/12/09 TB	\$ 0						(11)	(11)	Energizer Holdings, Inc. Common Stock	6,461		6,461	D
Restricted Stock Equivalent 10/13/08	\$ 0						(12)	(12)	Energizer Holdings, Inc. Common Stock	4,895		4,895	D
Restricted Stock Equivalent 10/19/04	\$ 0						(13)	(13)	Energizer Holdings, Inc. Common Stock	4,894		4,894	D
Restricted Stock Equivalent 11/7/11 PB	\$ 0						(14)	(14)	Energizer Holdings, Inc. Common Stock	14,196		14,196	D
Restricted Stock Equivalent 11/7/11 TB	\$ 0						(15)	(15)	Energizer Holdings, Inc. Common Stock	6,084		6,084	D
Restricted Stock Equivalents 5/19/03	\$ 0						(16)	(16)	Energizer Holdings, Inc. Common Stock	19,580		19,580	D

Explanation of Responses:

1. In-service distribution elected by Reporting Person three years before actual distribution.
2. Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
3. In accordance with the Company's deferred compensation plan, in-service distributions are paid as soon as administratively feasible based on the market value of the stock on the first business day of the month.
4. 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.
5. Exercisable at a rate of 25% per year commencing October 19, 2005.
6. 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 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.
7. 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.
8. Performance Restricted Stock Equivalents (PSE) granted will vest in three years, subject to achievement of applicable performance criteria, as long as Recipient is still employed with the Company. All PSE will also vest and convert upon the Reporting Person's death. 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.
9. Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/5/2015 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death, or in the event of a change of control of the Company.
10. 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.
11. Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 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.
12. 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.
13. Restricted Stock Equivalents would otherwise have converted into shares of Energizer Holdings, Inc. common stock - 25% on 10/19/05, 25% on 10/19/06, 25% on 10/19/07 and 25% on 10/19/08 but Reporting Person elected to defer conversion until retirement or other termination. Upon vesting, on the Transaction Date indicated, equivalents were withheld in satisfaction of applicable federal and state taxes.
14. 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 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.
15. 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.
16. 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.

Signatures

DANIEL J. SESCLEIFER

** Signature of Reporting Person

01/10/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.