

MULCAHY J PATRICK
 Form 4
 January 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
 MULCAHY J PATRICK

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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE

(Street)

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

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Energizer Holdings, Inc. Common Stock ⁽¹⁾ | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| Energizer Holdings, Inc. Common Stock | | | | | 168,468 | D | |
| Energizer Holdings, Inc. Common Stock | | | | | 29,258 | I | By 401(k) |

| | | | |
|---------------------------------------|---------|---|-----------|
| Energizer Holdings, Inc. Common Stock | 12,611 | I | by Spouse |
| Energizer Holdings, Inc. Common Stock | 500,000 | I | by Trust |

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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 12/31/2008 | | A | 351 | (2) (2) | Energizer Holdings, Inc. Common Stock | 351 |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 12/31/2008 | | A | 332 (3) | (2) (2) | Energizer Holdings, Inc. Common Stock | 332 |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 12/31/2008 | | A | 1,053 (4) | (2) (2) | Energizer Holdings, Inc. Common Stock | 1,053 |
| Restricted | \$ 0 | | | | | (6) (6) | Energizer | 10,000 |

Stock
Equivalent
1/25/05 ⁽⁵⁾

Holdings,
Inc.
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MULCAHY J PATRICK ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141 | X | | | |

Signatures

J. PATRICK
MULCAHY

01/05/2009

**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) On 2/21/08 Reporting Person transferred 500,000 of his directly owned shares of Energizer Holdings, Inc. common stock to a two-year term grantor retained annuity trust of which he is settlor and trustee.
 - (2) Phantom stock units are payable in cash following termination of the Reporting Person's Service on the Board of Directors of Energizer Holdings, Inc.
 - (3) Company match with respect to deferrals made during 2008.
 - (4) Additional annual retainer of ENR stock equivalents valued at \$57,000 credited each year as of December 31st.
The grant of restricted stock equivalents was issued as consideration for Reporting Person's covenant not to compete with the issuer for a period of 5 years following his retirement as chief executive officer. The award will vest and convert into shares of Energizer Common
 - (5) Stock on January 25, 2010, but will be forfeited if, prior to that date, the Reporting Person engages in conduct which is in violation of the covenant not to compete. The award will, however, immediately vest upon the death or disability of the Reporting Person, and upon a change in control of the issuer.
 - (6) Restricted Stock Equivalent will vest and convert into Energizer Holdings, Inc. common stock on January 25, 2010.

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.