

Hamm Brian K  
 Form 4  
 November 13, 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 \*  
 Hamm Brian K

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 VP, Global Bus Transformation

(Last) (First) (Middle)  
 ENERGIZER, 533 MARYVILLE UNIVERSITY DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/08/2012

ST. LOUIS, MO 63141

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

(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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                       |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Energizer Holdings, Inc. Common Stock | 11/08/2012                           |  | M                              |   | 4,683 A \$ 0  | 7,368  | D                                 |
| Energizer Holdings, Inc. Common Stock | 11/08/2012                           |  | F                              |   | 1,520 D \$ 70.82  | 5,848  | D                                 |

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares            |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                 |       |
| Restricted Stock Equivalent 10/12/09 PB            | \$ 0   | 11/08/2012                           |  | D                              | 2,339<br>(1)  | (2)  | (2)   | Energizer Holdings, Inc. Common Stock | 2,339 |
| Restricted Stock Equivalent 10/12/09 PB            | \$ 0   | 11/08/2012                           |  | M                              | 4,683   | (2)  | (2)   | Energizer Holdings, Inc. Common Stock | 4,683 |
| Phantom Stk Units in Deferred Compensation Plan CM | \$ 0   |                                      |  |                                |   | (3)  | (3)   | Energizer Holdings, Inc. Common Stock | 957   |
| Phantom Stock Units in Deferred Compensation Plan  | \$ 0   |                                      |  |                                |   | (3)  | (3)   | Energizer Holdings, Inc. Common Stock | 1,821 |
| Restricted Stock Equivalent 10/18/10 PB            | \$ 0   |                                      |  |                                |   | (4)  | (4)   | Energizer Holdings, Inc. Common Stock | 9,152 |
| Restricted Stock                                   | \$ 0   |                                      |  |                                |   | (5)  | (5)   | Energizer Holdings,                   | 3,924 |

|   |      |  |     |     |   |       |
|---|------|--|-----|-----|---|-------|
| Equivalent<br>10/18/10 TB                       |      |  |     |     | Inc.<br>Common<br>Stock                           |       |
| Restricted<br>Stock<br>Equivalent<br>11/7/11 PB | \$ 0 |  | (6) | (6) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 8,058 |
| Restricted<br>Stock<br>Equivalent<br>11/7/11 TB | \$ 0 |  | (7) | (7) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 3,453 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Hamm Brian K<br>ENERGIZER<br>533 MARYVILLE UNIVERSITY DRIVE<br>ST. LOUIS, MO 63141 |               |           | VP, Global Bus Transformation |       |

## Signatures

BRIAN K.  
HAMM

11/12/2012

\_\_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) Performance restricted stock equivalent awards forfeited, in accordance with the terms of the awards, when performance vesting criteria were not achieved.  
  
12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2012, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/09 and 9/30/12, 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.
  - (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.  
  
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.
  - (3) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/18/2013 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.

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- 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.
- (6)

- 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.
- (7)

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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