

Spectrum Brands Holdings, Inc.
 Form 4
 November 27, 2013

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 *
 Rouve Andreas

(Last) (First) (Middle)

C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY

(Street)

MIDDLETON, WI 53562

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/25/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|-----|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 11/25/2013 | | M | | 10,000 | A | (1) | 44,554 | D | |
| Common Stock | 11/25/2013 | | F | | 4,748 | D | \$ | 39,806 | D | (2) |
| | | | | | | | | 69.13 | | |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Rights ⁽³⁾ | <u>(1)</u> | 11/25/2013 | | M | 10,000 | <u>(1)</u> <u>(1)</u> | Common Stock | 20,000 ⁽⁴⁾ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rouve Andreas
C/O SPECTRUM BRANDS HOLDINGS, INC.
3001 DEMING WAY
MIDDLETON, WI 53562

President, International

Signatures

/s/ Nathan E. Fagre,
attorney-in-fact

11/27/2013

**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).

50% of the performance rights granted on December 7, 2012, under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan vested on November 25, 2013 (the "Performance Vesting Date") and such performance rights settled for 10,000 shares of the Issuer's

- (1) common stock ("Performance Award"). In addition, an amount equal to the Performance Award will vest, if Mr. Rouve is employed by the Issuer through the first anniversary of the Performance Vesting Date ("Service Award"). The Performance Award and the Service Award together constitute the 2013 Award.
- (2) These shares of the Issuer's common stock were automatically withheld to satisfy Mr. Rouve's tax withholding obligation upon the vesting and settling of performance rights for 10,000 shares of the Issuer's common stock.
- (3) Each performance right represents a contingent right to receive one share of the Issuer's common stock.
- (4) Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award. It was adjusted to reflect achievement of 100% of the performance targets.

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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