Genito Anthony L Form 4 December 06, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Genito Anthony L

2. Issuer Name and Ticker or Trading Symbol

[SPB]

5. Relationship of Reporting Person(s) to

Issuer

Spectrum Brands Holdings, Inc.

(Check all applicable)

EVP, CFO & CAO

(Last) (First)

(Month/Day/Year)

(Middle)

3. Date of Earliest Transaction

Director X_ Officer (give title

below)

10% Owner Other (specify

C/O SPECTRUM BRANDS HOLDINGS, INC., 601 RAYOVAC DRIVE

(Street)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

12/02/2011

X Form filed by One Reporting Person Form filed by More than One Reporting

MADISON, WI 53711

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 7. Nature of Indirect Ownership Form: Direct Beneficial

> (D) or Indirect (I) (Instr. 4)

Ownership

(Instr. 4)

SEC 1474

(9-02)

Reported (A) Transaction(s) (Instr. 3 and 4) (D) Price

Common 12/02/2011 Stock

Code V Amount M 88,888 Α

186,538 ⁽²⁾

Common Stock

(Instr. 3)

12/02/2011

19,645 F

D 28.01

(1)

166,893 ⁽²⁾

D

D

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. Transact Code (Instr. 8)	Secondary Secondary According (D) (Institute of the secondary Seco	curities quired (A) Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	/ (A)) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Performance Rights	(1)	12/02/2011		M		88,888	<u>(1)</u>	09/30/2012	Common Stock	88,88
Performance Rights	<u>(4)</u>						<u>(4)</u>	09/30/2013	Common Stock	88,88
Performance Rights	<u>(5)</u>						(5)	09/30/2013	Common Stock	111,1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Genito Anthony L C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE MADISON, WI 53711

EVP, CFO & CAO

Signatures

Nathan E. Fagre, attorney-in-fact 12/06/2011

**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).

Under the Spectrum Brands Holdings, Inc. 2011 Equity Award Plan, 88,888 performance rights, each representing a right to receive one

- share of the Issuer's common stock, vested on December 2, 2011 upon the Issuer meeting certain adjusted EBITDA and free cash flow (1) performance targets for the year ended September 30, 2011 (the "2011 Award"). Mr. Genito immediately received 44,444 shares, less the tax withholding discussed in footnote 3, and will receive the remaining 44,444 shares on September 30, 2012 if he is employed by the Issuer on such date.
- Includes 44,444 shares of restricted stock of Issuer granted under the 2011 Award, which will vest on September 30, 2012 if Mr. Genito is employed by the Issuer on such date. Also includes 11,576 shares of restricted stock of Issuer, which are scheduled to vest 50% on September 30, 2012 and 50% on September 30, 2013 if Mr. Genito is employed by the Issuer on such dates.
- (3) Represents 19,645 shares of Issuer's common stock automatically withheld to satisfy Mr. Genito's tax withholding obligation upon the vesting of performance rights representing 44,444 shares.

(4)

Reporting Owners 2

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Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2012 Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2012, if Mr. Genito is employed by the Issuer on such date (the "2012 Award"). In addition, an amount equal to the 2012 Award will vest on September 30, 2013, if Mr. Genito is employed by the Issuer on such date.

Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2011 Two-Year Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting activities and Issuer meeting activities activities activities and Issuer meeting activities activities activities and Issuer meeting activities activities activities activities activities and Issuer meeting activities act

(5) certain adjusted EBITDA, free cash flow and strategic integration performance targets for the two years ended September 30, 2012, if Mr. Genito is employed by the Issuer on such date (the "Two-Year 2012 Award"). In addition, an amount equal to the Two-Year 2012 Award will vest on September 30, 2013, if Mr. Genito is employed by the Issuer on such date.

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.