

STIRITZ WILLIAM P
Form 4
January 04, 2006

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 *
STIRITZ WILLIAM P

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)
12/31/2005

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 | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| Energizer Holdings, Inc. Common Stock | | | | | 2,415,300 | D | |
| Energizer Holdings, Inc. Common Stock | | | | | 521,357 | I | by Spouse |

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

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(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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 12/31/2005 | | A | 328 | (1) (1) | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 12/31/2005 | | A | 353 (2) | (1) (1) | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 12/31/2005 | | A | 1,133 (3) | (1) (1) | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option 5/08/00 | \$ 17 | | | | | 05/08/2001 05/07/2010 | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalents | \$ 0 | | | | | (4) (4) | Energizer Holdings, Inc. Common Stock |
| Variable Forward Contract (5) | (6) | | | | | (6) 02/24/2010(6) | Energizer Holdings, Inc. |

| Contract Type | Reference | Reference | Effective Date | Security |
|---------------------------|-----------|-----------|----------------|--|
| Variable Forward Contract | (7) | (7) | 08/27/2012 | Common Stock Energizer Holdings, Inc. |
| Variable Forward Contract | (8) | (8) | 08/31/2012 | Common Stock Energizer Holdings, Inc. |
| Variable Forward Contract | (7) | (7) | 08/27/2012 | Common Stock Energizer Holdings, Inc. |
| Variable Forward Contract | (8) | (8) | 08/31/2012 | Common Stock Energizer Holdings, Inc. |

Reporting Owners

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

Signatures

WILLIAM P. STIRITZ 01/04/2006

**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) Phantom stock units are payable in cash following termination of the Reporting Person's Service on the Board of Directors of Energizer Holdings, Inc.
- (2) Company match with respect to deferrals made during 2005.
- (3) Additional annual retainer of ENR stock equivalents valued at \$57,000 credited each year as of December 31st.

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(4) Restricted stock equivalents will convert into shares of Energizer Common Stock three years from date of grant 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 terminates service on the Board within three years of grant.

(5) Mr. Stiritz elected, under the terms of the STARS, to receive an advance discounted payment of the purchase price under the STARS, based on the floor price of \$62.4393, as of the date of entering the transaction rather than at settlement date.

Mr. Stiritz entered into a variable forward transaction, titled a Specialized Term Appreciation Retention Sales (STARS) transaction, with Bank of America, N.A. (BOA). Under the STARS, BOA sold an aggregate of 1M shares of common stock of ENR (CS) into the public market in accordance with para. (f) and (g) of Rule 144 under the Securities Act of 1933, as amended. The STARS agreement provides that during the ten business day period commencing 2/24/10, Mr. Stiritz will deliver, in the aggregate, a number of shares of CS to BOA (or the cash equivalent of such shares) as follows: if the settlement price is less than the downside floor, a delivery of 1M shares of CS, subject to adjustment for capital restructurings; and (b) if the settlement price is equal to or greater than the downside floor, a delivery of between 696,865 and 1M shares of CS, the exact number of which is dependent upon the settlement price and subject to adjustment for capital restructurings.

(7) William and Susan Stiritz each entered into a variable forward contract ("VFC") with Credit Suisse First Boston Capital LLC ("CSFBC LLC") and Credit Suisse First Boston LLC. Under the VFCs, CSFBC LLC sold an aggregate of 750,000 shares of common stock of Energizer Holdings, Inc. ("Common Stock") into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended. The VFCs provide that on August 27, 2012, William and Susan Stiritz will deliver, in the aggregate, a number of Common Shares to CSFBC LLC (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is less than the downside floor, a delivery of 750,000 Common Shares; and (b) if the settlement price is equal to or greater than the downside floor, a delivery of between 438,596 and 750,000 Common Shares (subject to adjustment for capital restructurings), dependent upon the settlement price.

(8) William and Susan Stiritz each entered into a variable forward contract ("VFC") with Credit Suisse First Boston Capital LLC ("CSFBC LLC") and Credit Suisse First Boston LLC. Under the VFCs, CSFBC LLC sold an aggregate of 750,000 shares of common stock of Energizer Holdings, Inc. ("Common Shares") into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended. The VFCs provide that on August 31, 2012, William and Susan Stiritz will deliver, in the aggregate, a number of Common Shares to CSFBC LLC (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is less than the downside floor, a delivery of 750,000 Common Shares; and (b) if the settlement price is equal to or greater than the downside floor, a delivery of between 432,028 and 750,000 Common Shares (subject to adjustment for capital restructurings), dependent upon the settlement price.

(9) The reporting person expressly disclaims beneficial ownership of these securities; 250,000 of these shares are committed for use in a variable forward contract dated 1/28/05.

(10) The reporting person expressly disclaims beneficial ownership of these securities; 250,000 of these shares are committed for use in a variable forward contract dated 2/2/05.

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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