

STIRITZ WILLIAM P
Form 4
February 07, 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)
02/03/2006

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)
			Code	V Amount (D) Price			
Energizer Holdings, Inc. Common Stock	02/03/2006		G	V 5,600 D \$ 0	2,409,700	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option 5/08/00	\$ 17					05/08/2001	05/07/2010	Energizer Holdings, Inc. Common Stock	500
Phantom Stock Units in Deferred Compensation Plan	\$ 0					(1)	(1)	Energizer Holdings, Inc. Common Stock	12
Restricted Stock Equivalents	\$ 0					(2)	(2)	Energizer Holdings, Inc. Common Stock	130
Variable Forward Contract (3)	(4)					(4)	02/24/2010(4)	Energizer Holdings, Inc. Common Stock	1,000
Variable Forward Contract	(5)					(5)	08/27/2012	Energizer Holdings, Inc. Common Stock	500
Variable Forward	(6)					(6)	08/31/2012	Energizer Holdings, Inc. Common Stock	500

Contract				Inc. Common Stock	
Variable Forward Contract	(5)	(5)	08/27/2012	Energizer Holdings, Inc. Common Stock	250
Variable Forward Contract	(6)	(6)	08/31/2012	Energizer Holdings, Inc. Common Stock	250

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 02/07/2006

**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.

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.
 - (2) 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.
 - (5)

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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.

- 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.
- (7) 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.
- (8) 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. 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.