

Hamm Brian K  
 Form 4  
 February 06, 2013

**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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/05/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Global Bus Transformation

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 Indirect Beneficial Ownership (Instr. 4)
Energizer Holdings, Inc. Common Stock	02/05/2013		S	1,000	D 89.0182 4,848	D	

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Shares
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					(2) (2)	Energizer Holdings, Inc. Common Stock	1,303
Phantom Stock Units in Deferred Compensation Plan	\$ 0					(2) (2)	Energizer Holdings, Inc. Common Stock	1,347
Restricted Stock Equiv. 12/10/12 2 yr.	\$ 0					(3) (3)	Energizer Holdings, Inc. Common Stock	6,000
Restricted Stock Equiv. 12/10/12 PB	\$ 0					(4) (4)	Energizer Holdings, Inc. Common Stock	4,628
Restricted Stock Equiv. 12/10/12 TB	\$ 0					(5) (5)	Energizer Holdings, Inc. Common Stock	1,984
Restricted Stock Equivalent 10/18/10 PB	\$ 0					(6) (6)	Energizer Holdings, Inc. Common Stock	9,152
	\$ 0					(7) (7)		3,924

Restricted Stock Equivalent 10/18/10 TB					Energizer Holdings, Inc. Common Stock	
Restricted Stock Equivalent 11/7/11 PB	\$ 0		(8)	(8)	Energizer Holdings, Inc. Common Stock	8,058
Restricted Stock Equivalent 11/7/11 TB	\$ 0		(9)	(9)	Energizer Holdings, Inc. Common Stock	3,453

## Reporting Owners

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

## Signatures

BRIAN K.  
HAMM

02/06/2013

\*\*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).
  - (1) In accordance with SEC guidance authorizing aggregate reporting of same-day, same-way open market purchases and sales, the shares were sold at a price range between \$89.011 and \$89.02. Upon request, full information regarding the number of shares sold at each separate price will be provided.
  - (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
  - (3) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 12/10/2014 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death, or in the event of a change of control of the Company.
  - (4) Performance Restricted Stock Equivalents (PSE) granted will vest in three years, subject to achievement of applicable performance criteria, as long as Recipient is still employed with the Company. All PSE will also vest and convert upon the Reporting Person's death. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.
  - (5) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/5/2015 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death, or in the event of a change of control of the Company.

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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.

(6) 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.

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.

(8) 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.

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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