

ENERGIZER HOLDINGS INC  
 Form 4  
 November 07, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Davis Brandon 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)  
 533 MARYVILLE UNIVERSITY DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/05/2013

\_\_\_\_ 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)
			Code	V Amount (D) Price			
Energizer Holdings, Inc. Common Stock	11/05/2013		M	307 A \$ 0	1,166	D	
Energizer Holdings, Inc. Common Stock	11/05/2013		F	100 D \$ 100.88	1,066	D	
					133	I	By 401(k)

Energizer  
Holdings,  
Inc.  
Common  
Stock

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)	8. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Equiv. 12/10/12 TB	\$ 0	11/05/2013		M	307	(1)	(1)	Energizer Holdings, Inc. Common Stock	307
Restricted Stock Equivalent 11/6/13 TB	\$ 0	11/06/2013		A	738	(2)	(2)	Energizer Holdings, Inc. Common Stock	738

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Brandon P. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			VP Global Bus. Transformation	

## Signatures

BRANDON P.  
DAVIS

11/07/2013

\_\_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).

- Three Hundred Seven (307) equivalents will vest on November 5, 2013, 307 on November 5, 2014, 307 on November 5, 2015 and 307 on November 5, 2016. Equivalents are subject to forfeiture if Reporting Person voluntarily or involuntarily terminates employment prior to conversion date, other than upon death, disability or change in control.
- (1) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/6/2016 if Recipient is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.

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.