

MCGINNIS W PATRICK
 Form 4
 August 10, 2012

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 *
 MCGINNIS W PATRICK

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)
 08/08/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

NESTLE PURINA PETCARE, 901
 CHOUTEAU

(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 63102

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Energizer Holdings, Inc. Common Stock	08/08/2012		M		10,000	A	\$ 30.1
Energizer Holdings, Inc. Common Stock	08/08/2012		F		4,566	D	\$ 65.935
							22,143
							17,577

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date
Non-Qualified Stock Option 9/23/02	\$ 30.1	08/08/2012		M			10,000	09/23/2003 ⁽¹⁾	09/22/2012
Phantom Stock Units in Deferred Compef Indirect Beneficial Ownership (Instr. 4)									

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer		Other
ATKIN JERRY C 444 RIVER ROAD ST GEORGE, UT 84790	X			Chairman, President and CEO	

Signatures

/s/ Eric Christensen,
Attorney-in-Fact

03/20/2006

__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) All numbers have been adjusted to reflect a 2-for-1 split that occurred on June 8, 1998, but have not been adjusted to reflect a 2-for-1 split that occurred on December 15, 2000.
 - (2) Acquired under the Skywest Inc. stock purchase plan.
 - (3) Includes 1,795 shares owned jointly with spouse.

Remarks:

This Form 4 is being re-submitted to the Commission because, although the Reporting Person's records indicate that the origin

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. gin-left:1.00em; text-indent:-1.00em">*

Burton B. Staniar

Director January 14, 2004

*

John O. Whitney

Director January 14, 2004

*By: /s/ ROBERT A. DAVIES, III

Robert A. Davies, III, as

Attorney-in-Fact

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit Title</u>
3.1	Restated Certificate of Incorporation, as amended (Incorporated by reference to Exhibit 3.5 to the Registrant's quarterly report on Form 10-Q for the quarter ended June 27, 2003)
3.2	By-laws (Incorporated by reference to Exhibit 3.1 to the Registrant's current report on Form 8-K dated September 19, 2003)
4.1	Indenture dated August 11, 2003 between the Registrant and The Bank of New York, as Trustee(1)
4.2	Form of 5.25% Convertible Senior Debentures (included in Exhibit 4.1)(1)
4.3	Registration Rights Agreement dated as of August 11, 2003 among the Registrant and the Initial Purchasers named therein(1)
5.1	Opinion of Morgan, Lewis & Bockius LLP
12.1	Statement re: Computation of Ratio of Earnings to Fixed Charges (1)
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1)
24.3	Power of Attorney (included on the signature page of this registration statement)(1)
25.1	Form T-1 Statement of Eligibility of Trustee for Indenture under the Trust Indenture Act of 1939(1)

(1) Previously filed