

Spectrum Brands Holdings, Inc.
 Form 4
 October 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
FAGRE NATHAN E

2. Issuer Name and Ticker or Trading Symbol
Spectrum Brands Holdings, Inc. [SPB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
C/O SPECTRUM BRANDS HOLDINGS, INC., 601 RAYOVAC DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, GC and Secretary

(Street)
MADISON, WI 53711

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 Ownership (Instr. 4)
Common Stock	11/30/2012		F	(A) or (D) V Amount Price 1,855 (1) \$ 47.78	8,172 (2)	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Up to 50% of such performance rights granted under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 (the "Performance Vesting Date")("Performance Award"). In addition, an amount equal to the Performance Award will vest, if Mr. Fagre is employed by the Issuer through the first anniversary of the Performance Vesting Date ("Service Award"). Mr. Fagre will also be eligible to receive up to 5,250 additional shares ("Additional Award") within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2014 and if Mr. Fagre is employed by the Issuer at that date. The Performance Award, the Service Award and the Additional Award together constitute the 2013 Award.

- (4)
- (5) Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award, which represents achievement of 135% of the performance targets. If 100% of the performance targets is achieved, 15,000 shares are issuable upon full vesting of the 2013 Award.

- (6) 50% of the performance rights granted on January 17, 2011 under the Issuer's 2011 Two-Year Equity Award Plan vested on November 16, 2012 and such performance rights settled for 2,500 shares of the Issuer's common stock (the "Two-Year Award"). In addition, an amount equal to the Two-Year Award will vest on November 16, 2013, if Mr. Fagre is employed by the Issuer on such date.

- (7) 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan vested on November 16, 2012 and such performance rights settled for 5,000 shares of the Issuer's common stock. In addition, an amount equal to the 2012 Award will vest on November 16, 2013, if Mr. Fagre is employed by the Issuer on such date.

- (8) 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan for exceeding performance targets vested on November 16, 2012 and such performance rights settled for 2,000 shares of the Issuer's common stock. In addition, an amount equal to the settlement will vest on November 16, 2013, if Mr. Fagre is employed by the Issuer on such date.

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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