

ENERGIZER HOLDINGS INC  
 Form 4  
 November 08, 2010

**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 \*  
 HATFIELD DAVID 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)  
 11/04/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 PRES & CEO, ENR PERSONAL CARE

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 Indirect Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Energizer Holdings, Inc. Common Stock | 11/04/2010                           |  | S                              | 4,675   | D \$ 68.1006<br><u>(1)</u>  | 0  | D  |
| Energizer Holdings, Inc. Common Stock | 11/04/2010                           |  | I                              | 2,752   | D \$ 67.3   | 0  | I By 401(k)                                |

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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) | 7. Title and Underlying Security (Instr. 3 and 4) |                                       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title                                 |
| Phantom Stk Units in Deferred Compensation Plan CM       | \$ 0   | 11/04/2010                           |  | I                              | 2,485   | <u>(2)</u>   | <u>(2)</u>  | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Deferred Compensation Plan        | \$ 0   | 11/04/2010                           |  | I                              | 23,433  | <u>(2)</u>   | <u>(2)</u>  | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Executive Savings Investment Plan | \$ 0   | 11/04/2010                           |  | I                              | 200   | <u>(2)</u>   | <u>(2)</u>  | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option 10/12/09                      | \$ 65.63   |                                      |  |                                |   | 10/12/2012 <sup>(3)</sup>                                | 10/11/2019  | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option 10/19/04                      | \$ 46.13   |                                      |  |                                |   | 10/19/2005   | 10/18/2014  | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option                               | \$ 30.1  |                                      |  |                                |   | 09/23/2005   | 09/22/2012  | Energizer Holdings,                   |

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|  |      |  |             |             |   |
|--|------|--|-------------|-------------|---|
| 9/23/02  |      |  |             |             | Inc.<br>Common<br>Stock                           |
| Restricted<br>Stock<br>Equivalents<br>2/6/09     | \$ 0 |  | <u>(4)</u>  | <u>(4)</u>  | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock Equiv.<br>11/1/10 PB         | \$ 0 |  | <u>(5)</u>  | <u>(5)</u>  | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock Equiv.<br>11/1/10 TB         | \$ 0 |  | <u>(6)</u>  | <u>(6)</u>  | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock<br>Equivalent<br>10/10/07    | \$ 0 |  | <u>(7)</u>  | <u>(7)</u>  | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock<br>Equivalent<br>10/12/09 PB | \$ 0 |  | <u>(8)</u>  | <u>(8)</u>  | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock<br>Equivalent<br>10/12/09 TB | \$ 0 |  | <u>(9)</u>  | <u>(9)</u>  | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock<br>Equivalent<br>10/13/08    | \$ 0 |  | <u>(10)</u> | <u>(10)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock<br>Equivalents<br>5/19/03    | \$ 0 |  | <u>(11)</u> | <u>(11)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |



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- (10) 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR common stock on 10/13/2011. An additional 5% will vest and convert into shares of ENR common stock in November, 2011, only if CAGR in EPS equals or exceeds 8% for the period between 9/30/08 and 9/30/11, proportionately increasing in 1/10th of 1% increments up to 75% of the RSEs granted if 15% 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.

- (11) Restricted Stock Equivalents convert into shares of Energizer Common Stock - 1/3 on 5/19/06, 1/3 on 5/19/09 and 1/3 on 5/19/12, 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 voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

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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