

RAYOVAC CORP
Form 4
February 11, 2005

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 *
HUSSEY KENT J

(Last) (First) (Middle)

C/O RAYOVAC CORPORATION, 6 CONCOURSE PARKWAY, SUITE 3300

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RAYOVAC CORP [ROV]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | | | |
| Common Stock | 02/09/2005 | | S | 15,000 D \$ 38.88 | 150,251 | D | |
| Common Stock | | | | | 5,500 | I | Shares held by daughter |
| Common Stock | | | | | 847.4412 | I | 401(k) Plan ⁽¹⁾ |
| Common Stock | 02/09/2005 | | M | 12,375 A \$ 12.2 | 162,626 | D | |
| | 02/09/2005 | | M | 12,375 A \$ 12.2 | 175,001 | D | |

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Common
Stock

Common Stock 02/09/2005 M 250 A \$ 14.5 175,251 D

Common Stock 02/09/2005 S 25,000 D \$ 38.88 150,251 D

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.

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 12.2 | 02/09/2005 | | M | 12,375 | 11/10/2004 10/01/2012 | Common Stock 12,375 |
| Employee Stock Option (right to buy) | \$ 12.2 | 02/09/2005 | | M | 12,375 | 10/01/2004 10/01/2012 | Common Stock 12,375 |
| Employee Stock Option (right to buy) | \$ 14.5 | 02/09/2005 | | M | 250 | 10/01/2002 10/01/2011 | Common Stock 250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HUSSEY KENT J
C/O RAYOVAC CORPORATION
6 CONCOURSE PARKWAY, SUITE 3300
ATLANTA, GA 30328

X

President
and COO

Signatures

Tracy S. Wrycha, as
attorney-in-fact

02/11/2005

__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) The reporting person holds a total of 847.4412 shares through the Rayovac Corporation 401(k) Retirement Savings Plan as of February 9, 2005.

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.