

Spectrum Brands, Inc.
Form 4
May 24, 2005

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 *
STEWARD RANDALL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CFO

C/O SPECTRUM BRANDS, INC., 6
CONCOURSE PARKWAY, SUITE
3300

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

(Street)
ATLANTA, GA 30328

(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	(A) or (D)	Price
Common Stock	05/20/2005		M		16,500	A	\$ 12.2
					129,075		D
Common Stock	05/20/2005		M		3,900	A	\$ 12.2
					132,975		D
Common Stock	05/20/2005		S		20,400	D	\$ 38.5
					112,575		D
Common Stock	05/23/2005		M		9,600	D	\$ 12.2
					122,175		D
Common Stock	05/23/2005		S		9,600	D	\$ 38.76
					112,575		D

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

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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	05/20/2005		M	16,500	<u>(1)</u> 10/01/2012	Common Stock 16,500
Employee Stock Option (right to buy)	\$ 12.2	05/20/2005		M	3,900	<u>(2)</u> 10/01/2012	Common Stock 3,900
Employee Stock Option (right to buy)	\$ 12.2	05/23/2005		M	9,600	<u>(2)</u> 10/01/2012	Common Stock 9,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STEWARD RANDALL J
C/O SPECTRUM BRANDS, INC.
6 CONCOURSE PARKWAY, SUITE 3300
ATLANTA, GA 30328

Executive VP and CFO

Signatures

Tracy S. Wrycha, as
attorney-in-fact

05/24/2005

__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) 8,250 shares of the option vested and became exercisable on October 1, 2003 and 8,250 shares of the option vested and became exercisable on November 10, 2004.
 - (2) 8,250 shares of the option vested and became exercisable on October 1, 2003 and 8,250 shares of the option vested and became exercisable on October 1, 2004.

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.