

HEIL JOHN
Form 3
June 18, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HEIL JOHN | | (Month/Day/Year) | Spectrum Brands Holdings, Inc. [SPB] | |
| (Last) | (First) | (Middle) | 06/16/2010 | |
| 601 RAYOVAC DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MADISON,Â WIÂ 53711 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President, Global Pet Supplies | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 129,685 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEIL JOHN 601 RAYOVAC DRIVE MADISON, WI 53711 | Â | Â | Â President, Global Pet Supplies | Â |

Signatures

/s/ John Heil 06/16/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Pursuant to the terms of the Agreement and Plan of Merger, dated as of February 9, 2010, as amended, by and among Spectrum Brands, Inc. ("Spectrum Brands"), Russell Hobbs, Inc., Issuer, Battery Merger Corp. ("Battery Sub"), a direct wholly-owned subsidiary of Issuer, and Grill Merger Corp., a direct wholly-owned subsidiary of Issuer, all Delaware corporations, on June 16, 2010, among other things, Battery Sub merged with and into Spectrum Brands ("Battery Merger"). Spectrum Brands continued as the surviving corporation in the Battery Merger and became an indirectly wholly-owned subsidiary of Issuer.

(2) In connection with the Battery Merger, the shares issuable under the Spectrum Brands, Inc. 2009 Incentive Plan (the "Plan") were assumed by the Issuer. The 111,111 shares of restricted stock of Spectrum Brands awarded to Mr. Heil under the Plan, which were valued at \$31.50 per share in the Battery Merger and were scheduled to vest 75% on October 1, 2010 and 25% on October 1, 2011 if Mr. Heil was employed by Spectrum Brands on such date, were canceled and exchanged for 111,111 shares of restricted stock of Issuer, which will have the same vesting schedule as the restricted stock of Spectrum Brands.

(3) On June 15, 2010, Mr. Heil was awarded 18,574 shares of restricted stock of Spectrum Brands, which were valued at \$31.50 per share in the Battery Merger and were scheduled to vest 33 1/3% on June 15, 2011, 33 1/3% on June 15, 2012 and 33 1/3% on June 15, 2013 if Mr. Heil was employed by Spectrum Brands on such date. These 18,574 shares were canceled and exchanged for 18,574 shares of restricted stock of the Issuer, which will have the same vesting schedule as the restricted stock of Spectrum Brands.

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.