

POLISTINA TERRY  
Form 4  
December 19, 2012

**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 \*  
POLISTINA TERRY

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, Global Appliances

C/O SPECTRUM BRANDS HOLDINGS, INC., 601 RAYOVAC 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

MADISON, WI 53711

(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)
				(A) or (D)	Price		
Common Stock	12/18/2012		S	69,642	D \$ 44.94	139,685	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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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)	8. Amount or Number of Shares
Performance Rights	(1)					(1) 09/30/2014	Common Stock	74,999
Performance Rights	(2)					(2) 10/01/2013	Common Stock	25,000
Performance Rights	(3)					(3) 09/30/2013	Common Stock	18,518
Performance Rights	(4)					(4) 09/30/2013	Common Stock	44,444
Performance Rights	(5)					(5) 09/30/2013	Common Stock	14,815

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLISTINA TERRY C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE MADISON, WI 53711	X		President, Global Appliances	

## Signatures

/s/ Nathan E. Faegre,  
attorney-in-fact

12/19/2012

\*\*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) Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan, up to 50% of such performance rights 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 "2013 Award"). An additional 50% will vest on September 30, 2014, if Mr. Polistina is employed by the Issuer on such date. 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, 55,555 shares are issuable upon full vesting of the 2013 Award.

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(2) Each performance right represents a contingent right to receive one share of the Issuer's common stock. The performance rights will vest 100% on October 1, 2013 if the Issuer meets a certain adjusted EBITDA performance target in connection with the successful integration of the Hardware Home Improvement Group from Stanley Black & Decker, Inc., and if Mr. Polistina is employed by the Issuer on such date.

(3) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 15, 2010 under the Issuer's 2011 Two-Year Equity Award Plan vested on November 16, 2012 and such performance rights settled for 18,518 shares of the Issuer's common stock (the "Two-Year Award"). In addition, an amount equal to the Two-Year Award will vest on September 30, 2013, if Mr. Polistina is employed by the Issuer on such date.

(4) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan vested on November 16, 2012 and such performance rights settled for 44,444 shares of the Issuer's common stock. An additional 44,444 performance rights will vest and settle for shares of the Issuer's common stock on September 30, 2013, if Mr. Polistina is employed by the Issuer on such date.

(5) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan for exceeding performance targets vested on November 16, 2012 and such performance rights settled for 14,815 shares of the Issuer's common stock. An additional 14,815 performance rights will vest and settle for shares of the Issuer's common stock on September 30, 2013, if Mr. Polistina 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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