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MCCLANATHAN JOSEPH W Form 4/A December 17, 2009 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number:

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

Check this box

if no longer

Section 16.

Form 4 or

Form 5

1(b).

subject to

1. Name and Address of Reporting Person <u>*</u> MCCLANATHAN JOSEPH W			. Issuer Name and Ticker or Trading mbol NERGIZER HOLDINGS INC NR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE			Date of Earliest Transaction fonth/Day/Year) /16/2009	Director 10% Owner X Officer (give title Other (specify below) below) PRES. & CEO ENERGIZER BATTERY		
(Street) ST. LOUIS, MO 63141			If Amendment, Date Original ed(Month/Day/Year) /18/2009	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code Disposed of (D)	5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) or IndirectBeneficial OwnershipOwned Following Transaction(s) (Instr. 3 and 4)(Instr. 4)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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January 31,

2005

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	
Restricted Stock Equilvalents 2/6/09	\$ 0	11/16/2009		D	10,294 (1)	<u>(1)</u>	<u>(1)</u>	Energizer Holdings, Inc. Common Stock	10,294	
Reporting Owners										

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Reporting Owner Name / Address	Relationships				
FB	Director	10% Owner	Officer	Other	
MCCLANATHAN JOSEPH W ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			PRES. & CEO ENERGIZER BATTERY		
Signatures					
JOSEPH W. 12/16/	/2009				

MCCLANATHAN

Date

**Signature of Reporting Person

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).

Vesting of performance RSEs granted 2/6/09 was contingent upon achievement of Company and individual performance goals for fiscal (1) year 2009. Following fiscal year end, 4,155 equivalents vested and converted to shares of ENR common stock and the remaining 10,294 equivalents were forfeited in accordance with the terms of the performance award.

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.