CONRAD PETER J

Form 4

October 12, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

Symbol

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

(Print or Type Responses)

CONRAD PETER J

1. Name and Address of Reporting Person \*

**ENERGIZER HOLDINGS INC** (Check all applicable) [ENR] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) ENERGIZER HOLDINGS. 10/10/2010 VICE PRESIDENT - HR INC., 533 MARYVILLE UNIVERSITY DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63141 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 3. 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) (D) Price Code V Amount Energizer Holdings, F D Inc. 10/10/2010 649 1,351 Common Stock (1) Energizer Holdings, 5,866 Ι By 401(k) Inc. Common Stock

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

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SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date<br>(Month/Day/Year<br>e | 5. Date Exercisable and<br>Expiration Date<br>Month/Day/Year) |   | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) |  |
|---|---|---|---|--|---|---|---|---|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date Exercisable                        | Expiration<br>Date  | Title   | Amou<br>or<br>Numb<br>of Sha                              |  |
| Non-Qualified<br>Stock Option<br>10/12/09                               | \$ 65.63  |   |   |  |   | 10/12/2012(2)                           | 10/11/2019  | Energizer Holdings, Inc. Common Stock             | 15,0  |  |
| Phantom Stk<br>Units in<br>Deferred<br>Compensation<br>Plan CM          | \$ 0  |   |   |  |   | (3)                                     | (3)   | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 2,68  |  |
| Phantom Stock<br>Units in<br>Executive<br>Savings<br>Investment<br>Plan | \$ 0  |   |   |  |   | (3)                                     | (3)   | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 3,92  |  |
| Restricted<br>Stock<br>Equivalent<br>10/10/07                           | \$ 0  |   |   |  |   | <u>(4)</u>                              | <u>(4)</u>  | Energizer Holdings, Inc. Common Stock             | 6,00  |  |
| Restricted<br>Stock<br>Equivalent<br>10/12/09 PB                        | \$ 0  |   |   |  |   | <u>(5)</u>                              | <u>(5)</u>  | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 9,80  |  |

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| Restricted<br>Stock<br>Equivalent<br>10/12/09 TB | \$ 0 | <u>(6)</u> | <u>(6)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 4,20 |
|--|------|------------|------------|---|------|
| Restricted<br>Stock<br>Equivalent<br>10/13/08    | \$ 0 | <u>(7)</u> | <u>(7)</u> | Energizer Holdings, Inc. Common Stock             | 12,0 |
| Restricted<br>Stock<br>Equivalents<br>5/19/03    | \$ 0 | (8)        | <u>(8)</u> | Energizer Holdings, Inc. Common Stock             | 6,60 |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

CONRAD PETER J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

**VICE PRESIDENT - HR** 

## **Signatures**

PETER J.
CONRAD

\*\*Signature of 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).
- Mr. Conrad Indirectly owns 5,889 shares of Energizer Holdings, Inc. in the Company's 401(k) Plan. He owns 8,563 units in the Energizer (1) stock fund of the Energizer Holdings, Inc. Savings Investment Plan as of May 5, 2008. The number of shares allocated to a participant in that fund will vary based upon the cash position of the fund and changes in the market price of the common stock from time to time.
- (2) 100% exercisable on October 12, 2012 as long as Recipient is still employed on said date. Options will also become exercisable upon the Recipient's death or disability, and in the event of a change of control of the Company occurring on or after November 1, 2011.
- (3) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
  - 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/10/10. An additional 5% will vest and convert into shares of ENR Common Stock in November, 2010, only if CAGR in earnings per share equals or exceeds 8% for the period between 9/30/07 and 9/30/10; that percentage will be 15% if CAGR for the period equals or exceeds 9%, and 25% if
- (4) CAGR for the period equals or exceeds 10%. The remaining 50% of RSE granted will vest in its entirety and convert into shares of ENR Common Stock only if CAGR for the period equals or exceeds 15% (with incremental vesting between 11% and 15%). All RSE will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.

**(5)** 

Reporting Owners 3

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12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2012, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/09 and 9/30/12, proportionately increasing in 1/10th of 1% increments up to 100% of the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.

- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control of the Company.
  - 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR common stock on 10/13/2011. An additional 5% will vest and convert into shares of ENR common stock in November, 2011, only if CAGR in EPS equals or exceeds 8% for the period between 9/30/08 and 9/30/11, proportionately increasing in 1/10th of 1% increments up to 75% of the RSEs granted if 15% CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the
- CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.
- Restricted Stock Equivalents convert into shares of Energizer Common Stock 1/3 on 5/19/06, 1/3 on 5/19/09 and 1/3 on 5/19/12, unless
  Reporting Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by
  Energizer Holdings, Inc. Equivalents subject to forfeture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

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.