

STRATMANN GAYLE G  
Form 4  
December 02, 2011

**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 \*  
STRATMANN GAYLE G

2. Issuer Name and Ticker or Trading Symbol  
ENERGIZER HOLDINGS INC  
[ENR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, GENERAL COUNSEL

ENERGIZER HOLDINGS,  
INC., 533 MARYVILLE  
UNIVERSITY 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

ST. LOUIS, MO 63141  
(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Energizer Holdings, Inc. Common Stock					3,286	D	
Energizer Holdings, Inc. Common Stock					3,549	I	By 401(k)

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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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/30/2011		A	522 (1)	(2) (2)	Energiz Holding, Inc. Comm Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/30/2011		F	55 (3)	(2) (2)	Energiz Holding, Inc. Comm Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/30/2011		F	9 (4)	(2) (2)	Energiz Holding, Inc. Comm Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/30/2011		F	31 (5)	(2) (2)	Energiz Holding, Inc. Comm Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/30/2011		F	11 (6)	(2) (2)	Energiz Holding, Inc. Comm Stock
Phantom Stock Units in Deferred	\$ 0	11/30/2011		A	2,087 (7)	(2) (2)	Energiz Holding, Inc.

Compensation Plan								Comm Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	11/30/2011	F	<u>43</u> (8)	<u>(2)</u>	<u>(2)</u>		Energiz Holdin Inc. Comm Stock
Restricted Stock Equivalents 5/19/03	\$ 0	11/30/2011	F	<u>140</u> (9)	05/19/2006 <sup>(10)</sup>	05/19/2012 <sup>(10)</sup>		Energiz Holdin Inc. Comm Stock
Non-Qualified Stock Option 10/12/09	\$ 65.63				10/12/2012 <sup>(11)</sup>	10/11/2019		Energiz Holdin Inc. Comm Stock
Non-Qualified Stock Option 10/19/04	\$ 46.13				10/19/2005 <sup>(12)</sup>	10/18/2014 <sup>(12)</sup>		Energiz Holdin Inc. Comm Stock
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(2)</u>	<u>(2)</u>	Energiz Holdin Inc. Comm Stock
Restricted Stock Equivalents 2/6/09	\$ 0					<u>(13)</u>	<u>(13)</u>	Energiz Holdin Inc. Comm Stock
Restricted Stock Equiv. 11/1/10 PB	\$ 0					<u>(14)</u>	<u>(14)</u>	Energiz Holdin Inc. Comm Stock
Restricted Stock Equiv. 11/1/10 TB	\$ 0					<u>(15)</u>	<u>(15)</u>	Energiz Holdin Inc. Comm Stock
Restricted Stock Equivalent	\$ 0					<u>(16)</u>	<u>(16)</u>	Energiz Holdin Inc.

10/10/07

Restricted  
Stock  
Equivalent  
10/12/09 PB

\$ 0

(17)

(17)

Restricted  
Stock  
Equivalent  
10/12/09 TB

\$ 0

(18)

(18)

Restricted  
Stock  
Equivalent  
10/13/08

\$ 0

(19)

(19)

Restricted  
Stock  
Equivalent  
10/19/04

\$ 0

(20)

(20)

Restricted  
Stock  
Equivalent  
11/7/11 PB

\$ 0

(21)

(21)

Restricted  
Stock  
Equivalent  
11/7/11 TB

\$ 0

(22)

(22)

Comm  
Stock  
  
Energi  
Holdin  
Inc.  
Comm  
Stock  
  
Energi  
Holdin  
Inc.  
Comm  
Stock  
  
Energi  
Holdin  
Inc.  
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Inc.  
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Energi  
Holdin  
Inc.  
Comm  
Stock  
  
Energi  
Holdin  
Inc.  
Comm  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRATMANN GAYLE G ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			VP, GENERAL COUNSEL	

## Signatures

GAYLE G.  
STRATMANN  
12/01/2011

\_\_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) Company match on deferrals of 2011 bonus payment into Energizer phantom stock units in Deferred Compensation Plan vest 3 years from grant, provided matched deferrals remain in units for a period of one year. In accordance with the terms of the Plan, the initial value of the units is the closing price of ENR Common Stock on November 15th of the year units are credited.
  - (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
  - (3) Withholding taxes associated with vesting of 2008 Company match.
  - (4) Mandatory tax withholding on vesting of 2009 Company match.
  - (5) Mandatory tax withholding on vesting of 2010 Company match.
  - (6) Mandatory tax withholding on vesting of 2011 Company match.
  - (7) Deferral of Reporting Person's annual 2011 cash bonus into Energizer phantom stock units in Deferred Compensation Plan.
  - (8) Required tax withholding on deferral of 2011 bonus credited to the deferred compensation plan on November 30, 2011, valued at market close on November 15, 2011.
  - (9) Mandatory withholding taxes associated with non-vested awards for which risk of forfeiture has substantially lapsed.
    - (10) 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 forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
    - (11) 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.
    - (12) Exercisable at a rate of 25% per year commencing October 19, 2005.
      - (13) Vesting of performance RSEs granted 2/6/09 was contingent upon achievement of Company and individual performance goals for fiscal year 2009. Following fiscal year end, 2,674 equivalents vested and were deferred until retirement in accordance with Reporting Person's deferral election. The remaining 6,529 equivalents were forfeited in accordance with the terms of the performance award.
        - (14) 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2013, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/10 and 9/30/13, 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.
        - (15) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/1/2013 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.
          - (16) 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 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.
            - (17) 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.
            - (18) 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,

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or in the event of a change of control of the Company.

- (19) 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 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.

- (20) Restricted Stock Equivalents would otherwise have converted into shares of Energizer Holdings, Inc. common stock - 25% on 10/19/05, 25% on 10/19/06, 25% on 10/19/07 and 25% on 10/19/08 but Reporting Person elected to defer conversion until retirement or other termination. Upon vesting, on the Transaction Date indicated, equivalents were withheld in satisfaction of applicable federal and state taxes.

- (21) 16.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2014, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/11 and 9/30/14, 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.

- (22) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/7/2014 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.

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.