Hamm Brian K Form 4 December 04, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Hamm Brian K Symbol **ENERGIZER HOLDINGS INC** [ENR]

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First) ENERGIZER, 533 MARYVILLE

(Street)

(State)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify below) below)

11/30/2012

3. Date of Earliest Transaction

VP, Global Bus Transformation

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

UNIVERSITY DRIVE

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Energizer

Holdings,

5,848 D

Common Stock

Inc.

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

(Month/Day/Year)

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

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)	iorDerivative Securities	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
Phantom Stk Units in Deferred Compensation Plan CM	\$0	11/30/2012		A	342	<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	342
Phantom Stock Units in Deferred Compensation Plan	\$ 0	11/30/2012		A	1,367 (3)	<u>(2)</u>	(2)	Energizer Holdings, Inc. Common Stock	1,367
Phantom Stock Units in Deferred Compensation Plan	\$ 0	11/30/2012		F	29 (4		(2)	Energizer Holdings, Inc. Common Stock	29
Restricted Stock Equivalent 10/18/10 PB	\$ 0					<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock	9,152
Restricted Stock Equivalent 10/18/10 TB	\$ 0					<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock	3,924
Restricted Stock Equivalent 11/7/11 PB	\$ 0					<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. Common Stock	8,058
Restricted Stock Equivalent	\$ 0					(8)	(8)	Energizer Holdings, Inc.	3,453

11/7/11 TB Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hamm Brian K ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

VP, Global Bus Transformation

Signatures

BRIAN K. HAMM 12/04/2012

**Signature of Date
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).
- Company match on deferrals of 2012 bonus payment into Energizer phantom stock units in Deferred Compensation Plan vest 3 years

 (1) 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) Deferral of Reporting Person's annual 2012 cash bonus into Energizer phantom stock units in Deferred Compensation Plan valued at market close on November 15, 2012.
- (4) Required tax withholding on deferral of 2012 bonus credited to the deferred compensation plan on November 30, 2012, valued at market close on November 15, 2012.
 - 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
- (5) 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 10/18/2013 as long as Recipient (6) 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.
 - 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
- (7) 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 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.

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