

ENERGIZER HOLDINGS INC  
 Form 4  
 September 12, 2013

**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 \*  
 McColgan John James

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)  
 533 MARYVILLE UNIVERSITY DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/10/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Principal Accounting Officer

ST. LOUIS, MO 63141

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

(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 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 |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. I |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|-----------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|-----------|---|--|------|

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| Security<br>(Instr. 3)   | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Month/Day/Year)        | (Instr. 3 and 4) | Sec<br>(In          |                    |   |  |    |
|--|---|-------------------------|--------------------|---|-------------------------|------------------|---------------------|--------------------|---|--|----|
|  |   |                         | Code               | V   | (A)                     | (D)              | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |    |
| Phantom Stk<br>Units in<br>Deferred<br>Compensation<br>Plan CM | \$ 0  | 09/10/2013              | A                  |   | <u>3</u><br><u>(1)</u>  |                  | <u>(2)</u>          | <u>(2)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 3                                      | \$ |
| Phantom Stock<br>Units in<br>Deferred<br>Compensation<br>Plan  | \$ 0  | 09/10/2013              | A                  |   | <u>11</u><br><u>(1)</u> |                  | <u>(2)</u>          | <u>(2)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 11                                     | \$ |
| Restricted<br>Stock Equiv.<br>12/10/12 PB                      | \$ 0  |                         |                    |   |                         |                  | <u>(3)</u>          | <u>(3)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 4,628                                  |    |
| Restricted<br>Stock Equiv.<br>12/10/12 TB                      | \$ 0  |                         |                    |   |                         |                  | <u>(4)</u>          | <u>(4)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 1,984                                  |    |
| Restricted<br>Stock<br>Equivalent<br>10/18/10 PB               | \$ 0  |                         |                    |   |                         |                  | <u>(5)</u>          | <u>(5)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 8,356                                  |    |
| Restricted<br>Stock<br>Equivalent<br>10/18/10 TB               | \$ 0  |                         |                    |   |                         |                  | <u>(6)</u>          | <u>(6)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 3,581                                  |    |
| Restricted<br>Stock<br>Equivalent<br>11/7/11 PB                | \$ 0  |                         |                    |   |                         |                  | <u>(7)</u>          | <u>(7)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 8,058                                  |    |

|   |      |     |     |   |       |
|---|------|-----|-----|---|-------|
| Restricted<br>Stock<br>Equivalent<br>11/7/11 TB | \$ 0 | (8) | (8) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 3,453 |
|---|------|-----|-----|---|-------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| McColgan John James<br>533 MARYVILLE UNIVERSITY DRIVE<br>ST. LOUIS, MO 63141 |               |           | Principal Accounting Officer |       |

## Signatures

JOHN J.  
MCCOLGAN                      09/12/2013

\*\*Signature of Reporting                      Date  
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).
- (1) Dividend equivalent payment credited to the Reporting Person's balance in the Energizer stock fund of the Company's deferred compensation plan in the form of additional units.
- (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc. Performance Restricted Stock Equivalents (PSE) granted will vest in three years, subject to achievement of applicable performance criteria, as long as Recipient is still employed with the Company. All PSE will also vest and convert upon the Reporting Person's death. 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.
- (4) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/5/2015 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death, or in the event of a change of control of the Company.
- 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.
- (6) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/18/2013 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.
- 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.
- (7) 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.
- (8) 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.

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