

Spectrum Brands Holdings, Inc.
 Form 4
 October 03, 2013

FORM 4

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

OMB APPROVAL

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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 *
POLISTINA TERRY

2. Issuer Name and Ticker or Trading Symbol
Spectrum Brands Holdings, Inc. [SPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2013

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

C/O SPECTRUM BRANDS HOLDINGS, INC., 601 RAYOVAC 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

MADISON, WI 53711

(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)	Price		
				Code	V	Amount	
Common Stock	10/01/2013		A	A	\$ 0 (1)	45,488	D
Common Stock	10/01/2013		A	A	\$ 0 (2)	45,887	D

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Rights ⁽³⁾	<u>(4)</u> <u>(5)</u>					<u>(4)</u> <u>(5)</u>	Common Stock	74,999
Performance Rights ⁽³⁾	<u>(6)</u>					<u>(6)</u>	Common Stock	25,000
Performance Rights ⁽³⁾	<u>(7)</u>					<u>(7)</u> 11/16/2013	Common Stock	18,518
Performance Rights ⁽³⁾	<u>(8)</u>					<u>(8)</u> 11/16/2013	Common Stock	44,444
Performance Rights ⁽³⁾	<u>(9)</u>					<u>(9)</u> 11/16/2013	Common Stock	14,815

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLISTINA TERRY C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE MADISON, WI 53711	X			

Signatures

/s/ Nathan E. Fagre,
attorney-in-fact
Date: 10/03/2013

**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) Mr. Polistina was awarded 1,595 restricted stock units under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer, and which are scheduled to vest in full on September 30, 2014.

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(2) The shares were received pursuant to Mr. Polistina's election to receive stock in lieu of cash for the quarterly retainer paid for service as a member of the Board of Directors.

(3) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

Up to 50% of such performance rights granted under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 (the "Performance Vesting Date")("Performance Award"). In addition, an amount equal to the Performance Award will vest on the first

(4) anniversary of the Performance Vesting Date ("Service Award"). Mr. Polistina will also be eligible to receive up to 19,444 additional shares ("Additional Award") within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2014. The Performance Award, the Service Award and the Additional Award together constitute the 2013 Award.

Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award, which represents achievement of 135% of the performance targets. If 100% of the performance targets is achieved, 55,555 shares are issuable upon full vesting of the 2013 Award.

The performance rights will vest 100% within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 in connection with the successful integration of the Hardware Home Improvement Group from Stanley Black & Decker, Inc.

(7) 50% of the performance rights granted on November 15, 2010 under the Issuer's 2011 Two-Year Equity Award Plan vested on November 16, 2012 and such performance rights settled for 18,518 shares of the Issuer's common stock (the "Two-Year Award"). In addition, an amount equal to the Two-Year Award will vest on November 16, 2013.

(8) 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan vested on November 16, 2012 and such performance rights settled for 44,444 shares of the Issuer's common stock. An additional 44,444 performance rights will vest and settle for shares of the Issuer's common stock on November 16, 2013.

(9) 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan for exceeding performance targets vested on November 16, 2012 and such performance rights settled for 14,815 shares of the Issuer's common stock. An additional 14,815 performance rights will vest and settle for shares of the Issuer's common stock on November 16, 2013.

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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