#### SESCLEIFER DANIEL J

Form 4/A June 24, 2009

### FORM 4

### 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

10% Owner

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person \* SESCLEIFER DANIEL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ENERGIZER HOLDINGS INC

(Check all applicable)

[ENR]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director X\_ Officer (give title Other (specify

(Month/Day/Year) 05/19/2009

below) **EXECUTIVE VICE PRESIDENT & CFO** 

ENERGIZER HOLDINGS. INC., 533 MARYVILLE UNIVERSITY DRIVE

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

05/21/2009

6. Individual or Joint/Group Filing(Check

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 Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 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>Transacti<br>Code<br>(Instr. 8) | Derivative | Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. Pr<br>Deri<br>Secu<br>(Inst |
|---|---|---|---|---------------------------------------|------------|-------------------------------------|--------------------|---|--|--------------------------------|
|   |   |   |   | Code V                                | (A) (D)    | Date<br>Exercisable                 | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                |
| Restricted<br>Stock<br>Equivalents<br>5/19/03       | \$ 0  | 05/19/2009                              |   | F                                     | 140<br>(1) | (2)                                 | (2)                | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock                   | 140                                    | \$ 5                           |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SESCLEIFER DANIEL J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

**EXECUTIVE VICE PRESIDENT & CFO** 

## **Signatures**

DANIEL J.

SESCLEIFER 06/23/2009

\*\*Signature of Reporting 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) Withholding taxes associated with vesting of leg of award in 2009, conversion of which was deferred until retirement at election of Reporting Person. Upon recalculation of withholding taxes, it was determined that additional shares were required to be withheld.
- 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.

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