

ENERGIZER HOLDINGS INC
Form 4
March 05, 2014

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 *
NICHOLSON PAMELA M

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)

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

ENERGIZER, 533 MARYVILLE UNIVERSITY DRIVE

03/03/2014

(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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
| | | | | Code | V Amount (D) Price | | | |
| Energizer Holdings, Inc. Common Stock | 03/03/2014 | | M | 10,000 | A | \$ 0 24,674 | D | |
| Energizer Holdings, Inc. Common Stock | 03/03/2014 | | M | 1,027 | A | \$ 0 25,701 | D | |

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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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 03/03/2014 | | A | 177 (1) | (2) (2) | Energizer Holdings, Inc. Common Stock | 177 |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 03/03/2014 | | D(3) | 23,930 | (2) (2) | Energizer Holdings, Inc. Common Stock | 23,930 |
| Restricted Stock Equivalent 1/2/14 | \$ 0 | 03/03/2014 | | M | 1,027 | (4) (4) | Energizer Holdings, Inc. Common Stock | 1,027 |
| Restricted Stock Equivalents | \$ 0 | 03/03/2014 | | M | 10,000 | (5) (5) | Energizer Holdings, Inc. Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NICHOLSON PAMELA M ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE | X | | | |

ST. LOUIS, MO 63141

Signatures

PAMELA M.
NICHOLSON

03/05/2014

__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) Deferral of annual retainer into ENR Stock Equivalent Fund of Deferred Compensation Plan.
- (2) Phantom stock units are payable in cash following termination of the Reporting Person's service on the Board of Directors of Energizer Holdings, Inc.
- (3) Distribution of balance in the Company's deferred compensation plan due to the departure of the Reporting Person from the Board of Directors.
Annual Restricted Stock Equivalent (RSE) Award valued at \$110,000 will vest and convert into shares one year from date of grant unless
- (4) Reporting Person elects to defer conversion. All RSEs will also vest and convert upon death, termination of service on the Board and Change of Control.
- (5) Restricted stock equivalents are vested and will convert into shares of Energizer Common Stock upon Reporting Person's retirement or other termination of service on the Board.

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.