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RAYOVAC CORP
 Form 3
 December 03, 2001
 FORM 3

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

OMB APPROVAL
OMB NUMBER: 3235-0104
EXPIRES: DECEMBER 31, 2001
ESTIMATED AVERAGE BURDEN HOURS PER RESPONSE..... 0.5

INITIAL STATEMENT OF
 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(f) of the Investment
 Company Act of 1940

1. Name and Address of Reporting Person

Cheeseman	Paul	G.
(Last)	(First)	(Middle)
c/o Rayovac Corporation, 601 Rayovac Drive		
(Street)		
Madison	Wisconsin	53711
(City)	(State)	(Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

11/26/2001

3. I.R.S. Identification Number of Reporting Person, if an entity
 (voluntary)

Not required.

4. Issuer Name and Ticker or Trading Symbol

Rayovac Corporation (ROV)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- Director
 - 10% Owner
 - Officer (give title below)
 - Other (specify title below)
- Senior Vice President of Technology

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)

- Form filed by One Reporting Person
- Form filed by More than One Reporting Person

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TABLE I - NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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No securities owned.

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TABLE II - DERIVATIVE SECURITIES BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 4)

(a) Employee Stock Option (Right to Buy)

(b) Employee Stock Option (Right to Buy)

(c) Employee Stock Option (Right to Buy)

(d) Employee Stock Option (Right to Buy)

(e) Employee Stock Option (Right to Buy)

(f) Employee Stock Option (Right to Buy)

(g) Employee Stock Option (Right to Buy)

(h) Employee Stock Option (Right to Buy)

(i) Employee Stock Option (Right to Buy)

2. Date Exercisable and Expiration Date (Month/Day/Year)

	Date Exercisable	Expiration Date
(a)	See Footnote 1	06/15/2008
(b)	Immediately	06/15/2008
(c)	See Footnote 2	06/15/2008
(d)	Immediately	06/15/2008
(e)	See Footnote 3	10/01/2009

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(f)	Immediately	10/01/2009
(g)	See Footnote 4	10/01/2010
(h)	See Footnote 5	10/01/2011
(i)	See Footnote 6	10/01/2011

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

	Title	Amount or Number of Shares
(a)	Common Stock, par value \$.01 per share	12,500
(b)	Common Stock, par value \$.01 per share	7,813
(c)	Common Stock, par value \$.01 per share	12,500
(d)	Common Stock, par value \$.01 per share	9,375
(e)	Common Stock, par value \$.01 per share	2,500
(f)	Common Stock, par value \$.01 per share	625
(g)	Common Stock, par value \$.01 per share	10,000
(h)	Common Stock, par value \$.01 per share	6,000
(i)	Common Stock, par value \$.01 per share	12,500

4. Conversion or Exercise Price of Derivative Security

(a)	\$21.25
(b)	\$21.25
(c)	\$21.25
(d)	\$21.25
(e)	\$21.63
(f)	\$21.63
(g)	\$14.50
(h)	\$14.50
(i)	\$14.50

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 5)

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(a) D

(b) D

(c) D

(d) D

(e) D

(f) D

(g) D

(h) D

(i) D

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Not applicable.

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EXPLANATION OF RESPONSES:

(1) The option, granted under the 1997 Plan, vests and becomes exercisable in equal annual installments over a four-year period that commenced June 15, 1998.

(2) The option, granted under the 1996 Plan, vests and becomes exercisable in equal annual installments over a four-year period that commenced June 15, 1998.

(3) The option vests and becomes exercisable in equal annual installments over a four-year period that commenced October 1, 1999. \

(4) The option vests and becomes exercisable in equal annual installments over a three-year period that commenced November 7, 2000.

(5) The option, granted under the 1997 Plan, vests and becomes exercisable in equal annual installments over a three-year period that commenced October 1, 2001. (6) The option, granted under the [] Plan, vests and becomes exercisable in equal annual installments over a three-year period that commenced October 1, 2001.

November 30, 2001

** SIGNATURE OF REPORTING PERSON

DATE

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** INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS CONSTITUTE FEDERAL
CRIMINAL VIOLATIONS. SEE 18 U.S.C. 1001 AND 15 U.S.C. 78ff(a).

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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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and
appoints James T. Lucke his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the
undersigned's capacity as an officer/director of Rayovac Corporation (the
"Company"), any and all Forms 3, 4 and 5 required to be filed by the
undersigned in accordance with Section 16(a) of the Securities Exchange Act
of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the
undersigned which may be necessary or desirable to complete and execute any
such Form 3, 4 or 5 and timely file such form with the United States
Securities and Exchange Commission and any stock exchange or similar
authority; and

(3) take any other action of any type whatsoever in connection with
the foregoing which, in the opinion of such attorney-in-fact, may be of
benefit to, in the best interest of, or legally required by, the
undersigned, it being understood that the documents executed by such
attorney-in-fact on behalf of the undersigned, pursuant to this Power of
Attorney, shall be in such form and shall contain such terms and conditions
as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and
authority to do and perform all and every act and thing whatsoever
requisite, necessary, and proper to be done in the exercise of any of the
rights and powers herein granted, as fully to all intents and purposes as
the undersigned might or could do if personally present, with full power of
substitution or revocation, hereby ratifying and confirming all that such
attorney-in-fact, or his substitute or substitutes, shall lawfully do or
cause to be done by virtue of this Power of Attorney and the rights and
powers herein granted. The undersigned acknowledges that no such
attorney-in-fact, in serving in such capacity at the request of the
undersigned, is hereby assuming, nor is the Company hereby assuming, any of
the undersigned's responsibilities to comply with Section 16 of the
Securities Exchange Act of 1934. This Power of Attorney shall remain in
full force and effect until the undersigned is no longer required to file
Forms 3, 4 and 5 with respect to the undersigned's holdings of and
transactions in securities issued by the Company, unless earlier revoked by

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the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of November, 2001.

/s/ Paul G. Cheeseman

Signature

Paul G. Cheeseman

Print or type name