

HATFIELD DAVID P

Form 4

December 20, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HATFIELD DAVID P

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)
ENERGIZER HOLDINGS,
INC., 533 MARYVILLE
UNIVERSITY DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2004

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EXECUTIVE VP, CMO

ST LOUIS, MO 63141

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|--------------------------------------|--|--|--|---|
| Energizer Holdings, Inc. Common Stock | | | | (A) or (D) | 4,451 | D | |
| Energizer Holdings, Inc. Common Stock | | | | (A) or (D) | 4,480 | I | By 401(k) |

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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 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 Underlying Se (Instr. 3 and 4) |
|--|--|---|---|--------------------------------------|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Phantom Stk Units in Deferred Compensation Plan CM | \$ 0 | 12/16/2004 | | I | 1,846 (1) | (2) (2) | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 12/16/2004 | | I | 13,915 (1) | (2) (2) | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option 5/08/00 | \$ 17 | | | | | 05/08/2001(3) 05/07/2010 | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option 10/19/04 | \$ 46.13 | | | | | 10/19/2005(4) 10/18/2014 | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option 9/23/02 | \$ 30.1 | | | | | 09/23/2005(5) 09/22/2012 | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Executive | \$ 0 | | | | | (6) (6) | Energizer Holdings, Inc. |

| | | | | |
|---|------|-----|-----|---|
| Savings Investment Plan | | | | Common Stock |
| Restricted Stock Equivalent 10/19/04 | \$ 0 | (7) | (7) | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalents 5/19/03 | \$ 0 | (8) | (8) | Energizer Holdings, Inc. Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HATFIELD DAVID P ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST LOUIS, MO 63141 | | | EXECUTIVE VP, CMO | |

Signatures

DAVID P.
HATFIELD 12/20/2004

__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) Sale of shares was made pursuant to a 10b5-1 plan.
- (2) Reporting Person transferred a portion of his account balance from Energizer Phantom Stock Fund in Deferred Compensation Plan to another investment option offered by that Plan. Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (3) Exercisable at the rate of 20% per year commencing May 8, 2001.
- (4) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (5) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (6) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (7) Restricted Stock Equivalents will convert into shares of Energizer Holdings, Inc. common stock - 25% on 10/19/05, 25% on 10/19/06, 25% on 10/19/07 and 25% on 10/19/08 unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral is mandated by Energizer Holdings, Inc. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
- (8) Restricted Stock Equivalents will 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 forfeiture if Reporting Person voluntarily terminates employment prior to conversion

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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.

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