

LaVigne Mark Stephen
 Form 4
 December 04, 2012

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 *
 LaVigne Mark Stephen

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)
 11/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, GENERAL COUNSEL & SECY

ENERGIZER, 533 MARYVILLE UNIVERSITY 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

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 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) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--|---|-------------------------|--------------------|--|---------------------|------------------|---------------------|--------------------|---|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stk Units in Deferred Compensation Plan CM | \$ 0 | 11/30/2012 | A | | 532 <u>(1)</u> | | <u>(2)</u> | <u>(2)</u> | Energizer Holdings, Inc. Common Stock | 532 |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 11/30/2012 | A | | 2,127 <u>(3)</u> | | <u>(2)</u> | <u>(2)</u> | Energizer Holdings, Inc. Common Stock | 2,127 |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 11/30/2012 | F | | | 45 <u>(4)</u> | <u>(2)</u> | <u>(2)</u> | Energizer Holdings, Inc. Common Stock | 45 |
| Restricted Stock Equivalent 10/18/10 PB | \$ 0 | | | | | | <u>(5)</u> | <u>(5)</u> | Energizer Holdings, Inc. Common Stock | 9,300 |
| Restricted Stock Equivalent 10/18/10 TB | \$ 0 | | | | | | <u>(6)</u> | <u>(6)</u> | Energizer Holdings, Inc. Common Stock | 3,986 |
| Restricted Stock Equivalent 11/7/11 PB | \$ 0 | | | | | | <u>(7)</u> | <u>(7)</u> | Energizer Holdings, Inc. Common Stock | 8,440 |
| Restricted Stock Equivalent 11/7/11 TB | \$ 0 | | | | | | <u>(8)</u> | <u>(8)</u> | Energizer Holdings, Inc. Common Stock | 3,618 |
| Restricted Stock | \$ 0 | | | | | | <u>(9)</u> | <u>(9)</u> | Energizer Holdings, | 1,000 |

Equivalents
3/1/10

Inc.
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LaVigne Mark Stephen ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141 | | | VP, GENERAL COUNSEL & SECY | |

Signatures

MARK S.
LAVIGNE

12/03/2012

**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).
- Company match on deferrals of 2012 bonus payment into Energizer phantom stock units in Deferred Compensation Plan vest 3 years
- (1) from grant, provided matched deferrals remain in units for a period of one year. In accordance with the terms of the Plan, the initial value of the units is the closing price of ENR Common Stock on November 15th of the year units are credited.
 - (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
 - (3) Deferral of Reporting Person's annual 2012 cash bonus into Energizer phantom stock units in Deferred Compensation Plan valued at market close on November 15, 2012.
 - (4) Required tax withholding on deferral of 2012 bonus credited to the deferred compensation plan on November 30, 2012, valued at market close on November 15, 2012.
- 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2013, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/10 and 9/30/13, proportionately increasing in 1/10th of 1% increments up to 100% of
- (5) the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/18/2013 as long as Recipient
- (6) is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control.
- 16.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2014, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/11 and 9/30/14, proportionately increasing in 1/10th of 1% increments up to 100% of
- (7) the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/7/2014 as long as Recipient is
- (8) still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control of the Company.
- Five Hundred (500) equivalents vest on March 1, 2013 and 500 on March 1, 2014. Equivalents are subject to forfeiture if Reporting
- (9) Person voluntarily or involuntarily terminates employment prior to conversion dates, other than upon death, disability or change in control.

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