ROBERTS JOHN R

Form 4

December 14, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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obligations may continue.

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

See Instruction

(Middle)

2. Transaction Date 2A. Deemed

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROBERTS JOHN R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

(Month/Day/Year)

12/12/2012

ENERGIZER HOLDINGS INC

(Check all applicable)

[ENR]

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

X_ Director Officer (give title

10% Owner Other (specify

ENERGIZER, 533 MARYVILLE

(Street)

UNIVERSITY DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

ST. LOUIS, MO 63141

(City) (State) (Zip)

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned

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

Following Reported

Transaction(s)

Code V Amount (D) Price

(A)

or

(Instr. 3 and 4)

Energizer

1. Title of

Security

(Instr. 3)

Holdings, Inc.

10,000 D

Common Stock

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

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(9-02)

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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. Transacti Code (Instr. 8)	5. onNumber 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 Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Phantom Stock Units in Deferred Compensation Plan	\$ 0	12/12/2012		A	37 (1)	<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	
Restricted Stock Equivalents	\$ 0					04/29/2006(3)	04/29/2006(3)	Energizer Holdings, Inc. Common Stock	10

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

ROBERTS JOHN R ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

Signatures

JOHN R.

ROBERTS 12/14/2012

**Signature of Date

Reporting Person

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) Dividend equivalent payment credited to the Reporting Person's balance in the Energizer stock fund of the Company's deferred compensation plan in the form of additional units.

(2)

Reporting Owners 2

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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) 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.