ENERGIZER HOLDINGS INC

Form 4 June 13, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB

OMB APPROVAL

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ROBERTS JOHN R

2. Issuer Name and Ticker or Trading

Symbol

ENERGIZER HOLDINGS INC

[ENR]

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

(Month/Day/Year)

06/11/2013

(Check all applicable)

5. Relationship of Reporting Person(s) to

Officer (give title Other (specify below)

ENERGIZER, 533 MARYVILLE UNIVERSITY DRIVE

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

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

Issuer

ST. LOUIS, MO 63141

(City) (State) (Zip)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

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

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

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

10% Owner

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Energizer Holdings,

Inc.

Common Stock

10,000 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

1

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	umber Date (Month/Day/Year) erivative ecurities ecquired a) or isposed (D) nstr. 3,		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	06/11/2013		A	36 (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	

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 06/12/2013

**Signature of Date

**Signature of De 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

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

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.