Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

ENERGIZER Form 4 June 13, 2013	HOLDINGS I	NC									
FORM Check this if no longe subject to Section 16 Form 4 or Form 5	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: January 31, 2005 Estimated average burden hours per response 0.5						
obligations may contin <i>See</i> Instruct 1(b).	tion	20(h) of the Investment Commonly A of (1040)									
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> SESCLEIFER DANIEL J			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			3. Date of Earliest Transaction (Month/Day/Year) 06/11/2013				Director 10% Owner XOfficer (give title Other (specify below) below) EXECUTIVE VICE PRESIDENT & CFO				
	(Street)	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				
ST. LOUIS, I	MO 63141						Form filed by I Person	More than One Ro	porting		
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executi any	emed ion Date, if n/Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D) 4 and 5) (A) or	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				Code V	Amount	(D) Price	11,627	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

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

number.

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	06/11/2013		A	13 (1)	(2)	(2)	Energizer Holdings, Inc. Common Stock	13
Phantom Stock Units in Deferred Compensation Plan	\$ 0	06/11/2013		A	11 (1)	<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	1
Non-Qualified Stock Option 10/12/09	\$ 65.63					10/12/2012 <u>(3)</u>	10/11/2019	Energizer Holdings, Inc. Common Stock	25,0
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	4
Restricted Stock Equiv. 11/1/10 PB	\$ 0					(4)	(4)	Energizer Holdings, Inc. Common Stock	
Restricted Stock Equiv. 11/1/10 TB	\$ 0					(5)	<u>(5)</u>	Energizer Holdings, Inc. Common	5,7

				Stock	
Restricted Stock Equiv. 12/10/12 PB	\$ 0	<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock	13,2
Restricted Stock Equiv. 12/10/12 TB	\$ 0	(7)	<u>(7)</u>	Energizer Holdings, Inc. Common Stock	5,6
Restricted Stock Equivalent 10/10/07	\$ O	(8)	<u>(8)</u>	Energizer Holdings, Inc. Common Stock	3,4
Restricted Stock Equivalent 10/12/09 TB	\$ O	<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. Common Stock	6,4
Restricted Stock Equivalent 10/13/08	\$ O	(10)	<u>(10)</u>	Energizer Holdings, Inc. Common Stock	4,8
Restricted Stock Equivalent 10/19/04	\$ 0	(11)	<u>(11)</u>	Energizer Holdings, Inc. Common Stock	4,8
Restricted Stock Equivalent 11/7/11 PB	\$ O	(12)	(12)	Energizer Holdings, Inc. Common Stock	14,1
Restricted Stock Equivalent 11/7/11 TB	\$ 0	<u>(13)</u>	(13)	Energizer Holdings, Inc. Common Stock	6,0
Restricted Stock Equivalents 5/19/03	\$ 0	<u>(14)</u>	(14)	Energizer Holdings, Inc. Common Stock	19,5

Director 10% Owner

Reporting Owners

Reporting Owner Name / Address

Relationships

Officer

Other

SESCLEIFER DANIEL J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

EXECUTIVE VICE PRESIDENT & CFO

Signatures

DANIEL J. SESCLEIFER 06/13/2013

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** 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) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.

(3) 100% exercisable on October 12, 2012 as long as Recipient is still employed on said date. Options will also become exercisable upon the Recipient's death or disability, and in the event of a change of control of the Company occurring on or after November 1, 2011.

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

(4) 100% of 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 11/1/2013 as long as Recipient
 (5) 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 of the Company.

Performance Restricted Stock Equivalents (PSE) granted will vest in three years, subject to achievement of applicable performance(6) criteria, as long as Recipient is still employed with the Company. All PSE will also vest and convert upon the Reporting Person's death. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.

Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/5/2015 as long as Recipient
(7) is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death, or in the event of a change of control of the Company.

25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/10/10. An additional 5% will vest and convert into shares of ENR Common Stock in November, 2010, only if CAGR in earnings per share equals or exceeds 8% for the period between 9/30/07 and 9/30/10; that percentage will be 15% if CAGR for the period equals or exceeds 9%, and 25% if

- (8) CAGR for the period equals or exceeds 10%. The remaining 50% of RSE granted will vest in its entirety and convert into shares of ENR Common Stock only if CAGR for the period equals or exceeds 15% (with incremental vesting between 11% and 15%). All RSE will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 as long as
 (9) Recipient 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 of the Company.
- (10) 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR common stock on 10/13/2011. An additional 5% will vest and convert into shares of ENR common stock in November, 2011, only if CAGR in EPS equals or exceeds 8% for the period between 9/30/08 and 9/30/11, proportionately increasing in 1/10th of 1% increments up to 75% of the RSEs granted if

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

15% 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 would otherwise have converted 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 but Reporting Person elected to defer conversion until retirement or other

(11) 25 % on 10/15/00, 25 % on 10/15/07 and 25 % on 10/15/08 out Reporting reason elected to deter conversion until remember of other termination. Upon vesting, on the Transaction Date indicated, equivalents were withheld in satisfaction of applicable federal and state taxes.

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

(12) 100% of 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(13) 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 of the Company.

Restricted Stock Equivalents 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

(14) Energizer Holdings, Inc. Equivalents subject to forfeture if Reporting Person voluntarily terminates employment prior to conversion 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. 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.