#### **ENERGIZER HOLDINGS INC**

Form 4

December 19, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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(b).

(Last)

1. Name and Address of Reporting Person \*

HOOVER R DAVID

2. Issuer Name and Ticker or Trading

Symbol

**ENERGIZER HOLDINGS INC** 

[ENR]

(Check all applicable)

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

3. Date of Earliest Transaction

(Month/Day/Year) 12/17/2013

X\_ Director 10% Owner Officer (give title Other (specify

ENERGIZER, 533 MARYVILLE UNIVERSITY DRIVE

(First)

(Street) 4. If Amendment, Date Original

(Middle)

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

Issuer

below)

ST. LOUIS, MO 63141

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

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

Security (Instr. 3)

(Month/Day/Year) 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 Following

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

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Transaction of Conversion

5. Number 6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8 **Underlying Securities** 

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		es ed ed	, , , ,		(Instr. 3 and 4)	
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units in Deferred Compensation Plan	\$ 0	12/17/2013		A	142 (1)	(2)	(2)	Energizer Holdings, Inc. Common Stock	142	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOOVER R DAVID ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

# **Signatures**

R. DAVID HOOVER 12/19/2013

\*\*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) Phantom stock units are payable in cash following termination of the Reporting Person's service on the Board of Directors of Energizer Holdings, Inc.

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.

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