

Spectrum Brands, Inc.
Form 4
May 24, 2005

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEWART RANDALL J

(Last) (First) (Middle)

**C/O SPECTRUM BRANDS, INC., 6
CONCOURSE PARKWAY, SUITE
3300**

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Spectrum Brands, Inc. [SPC]

3. Date of Earliest Transaction
(Month/Day/Year)

05/20/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Executive VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 or Disposed of (D) (Instr. 3, 4 and 5)	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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/20/2005		M		16,500	A	\$ 12.2	129,075 D
Common Stock	05/20/2005		M		3,900	A	\$ 12.2	132,975 D
Common Stock	05/20/2005		S		20,400	D	\$ 38.5	112,575 D
Common Stock	05/23/2005		M		9,600	D	\$ 12.2	122,175 D
Common Stock	05/23/2005		S		9,600	D	\$ 38.76	112,575 D

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number 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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.2	05/20/2005		M		16,500		<u>(1)</u>	10/01/2012	Common Stock	16,500
Employee Stock Option (right to buy)	\$ 12.2	05/20/2005		M		3,900		<u>(2)</u>	10/01/2012	Common Stock	3,900
Employee Stock Option (right to buy)	\$ 12.2	05/23/2005		M		9,600		<u>(2)</u>	10/01/2012	Common Stock	9,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STEWARD RANDALL J
C/O SPECTRUM BRANDS, INC.
6 CONCOURSE PARKWAY, SUITE 3300
ATLANTA, GA 30328

Executive VP and CFO

Signatures

Tracy S. Wrycha, as
attorney-in-fact

05/24/2005

__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).
- (1) 8,250 shares of the option vested and became exercisable on October 1, 2003 and 8,250 shares of the option vested and became exercisable on November 10, 2004.
 - (2) 8,250 shares of the option vested and became exercisable on October 1, 2003 and 8,250 shares of the option vested and became exercisable on October 1, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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