HUSSEY KENT J

Form 4

November 19, 2008

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Check this box

if no longer

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

OMB APPROVAL

Washington, D.C. 20549 Number: Expires:

January 31,

2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Estimated average burden hours per response...

Form 5 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

0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **HUSSEY KENT J**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Spectrum Brands, Inc. [SPC]

3. Date of Earliest Transaction

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title Other (specify

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

(Zip)

11/17/2008

Chief Executive Officer

3300

(State)

11/17/2008

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

below)

ATLANTA, GA 30328

(City)

Stock

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or

(Instr. 3 and 4) Price (D)

Code V Amount Common

187,500 Α Α (1) 805,519 D

Stock Common

401(k) 982 I Plan (2)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address				•
	Director	10% Owner	Officer	Other

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

 \mathbf{X}

Chief Executive Officer

Relationships

Signatures

/s/ Tracy S. Wrycha, as attorney-in-fact

11/19/2008

**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).
- Granted 187,500 shares of restricted stock.
- The reporting person held a total of 982 shares through the Spectrum Brands, Inc. 401(k) Retirement Savings Plan as of November 17, **(2)**

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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