

Spectrum Brands Holdings, Inc.
 Form 4
 November 27, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
POLISTINA TERRY

2. Issuer Name and Ticker or Trading Symbol
Spectrum Brands Holdings, Inc. [SPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2013

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

C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY

(Street)

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

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

MIDDLETON, WI 53562

(City) (State) (Zip)

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 (A) 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	11/25/2013		M	25,000	A	(\$1)	117,820 ⁽²⁾	D
Common Stock	11/25/2013		F	10,488 ⁽³⁾	D	\$ 69.13	107,332	D
Common Stock	11/25/2013		M	55,555	A	(\$4)	162,887	D
Common Stock	11/25/2013		F	27,611 ⁽⁵⁾	D	\$ 69.13	135,276	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
Performance Rights ⁽⁶⁾	<u>(1)</u>	11/25/2013		M	25,000	<u>(1)</u>	<u>(1)</u>	Common Stock	25,000
Performance Rights ⁽⁶⁾	<u>(4)</u>	11/25/2013		M	55,555	<u>(4)</u>	<u>(4)</u>	Common Stock	55,555 ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POLISTINA TERRY
C/O SPECTRUM BRANDS HOLDINGS, INC.
3001 DEMING WAY
MIDDLETON, WI 53562

X

Signatures

/s/ Nathan E. Fagre,
attorney-in-fact

11/27/2013

__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).

100% of the performance rights granted on December 7, 2012 contingent on the successful integration of the Hardware Home

(1) Improvement Group from Stanley Black & Decker, Inc. vested on November 25, 2013 and such performance rights settled for 25,000 shares of the Issuer's common stock.

(2) Includes 1,595 restricted stock units that were awarded to Mr. Polistina under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer, and which are scheduled to vest in full on September 30, 2014.

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- (3) These shares of the Issuer's common stock were automatically withheld to satisfy Mr. Polistina's tax withholding obligation upon the vesting and settling of performance rights for 25,000 shares of the Issuer's common stock.
100% of the performance rights granted on December 7, 2012 under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan vested on November 25, 2013 and settled for 27,777 shares of the Issuer's common stock ("Performance Award") and for 27,778 shares of the Issuer's common stock ("Service Award") respectively. The Performance Award and the Service Award together constitute the 2013 Award.
- (4) These shares of the Issuer's common stock were automatically withheld to satisfy Mr. Polistina's tax withholding obligation upon the vesting and settling of performance rights for 55,555 shares of the Issuer's common stock.
- (5) Each performance right represents a contingent right to receive one share of the Issuer's common stock.
- (6) Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award. It was adjusted to reflect achievement of 100% of the performance targets.

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.