SESCLEIFER DANIEL J

Form 4

October 12, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 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) 10/08/2004					Director 10% Owner Specify Other (specify below) below) EXECUTIVE VICE PRESIDENT & CFO			
ST. LOUIS,	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 Form filed by More than One Reporting Person					
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securion onAcquired Disposed (Instr. 3,	d (A) od of (D) 4 and (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	10/08/2004			S	5,000 (1)	D	\$ 46	25,132	D		
Energizer Holdings, Inc. Common Stock								418	I	By 401(k)	

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic 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	Amou Numb Share
Non-Qualified Stock Option 11/20/00	\$ 21.0625					11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock	170,
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005(2)	09/22/2012	Energizer Holdings, Inc. Common Stock	50,0
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					(3)	<u>(3)</u>	Energizer Holdings, Inc. Common Stock	1,6
Phantom Stock Units in Deferred Compensation Plan	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	6,5
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	1,0
	\$ 0					<u>(5)</u>	(5)		20,0

Restricted Stock Equivalents 5/19/03 Energizer
Holdings,
Inc.
Common
Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

EXECUTIVE VICE PRESIDENT & CFO

Signatures

DANIEL J.

SESCLEIFER 10/12/2004

**Signature of Reporting Date

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) Sale of shares was made pursuant to a 10b5-1 plan.
- (2) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (3) Company match on deferrals into Energizer phantom stock units in Deferred Compensation Plan vests 3 years from grant, provided match deferral remains in units for a period of one year.
- (4) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- Restricted Stock Equivalents will 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 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.

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