

CONRAD PETER J
Form 4
October 21, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONRAD PETER 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)

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT - HR

ENERGIZER HOLDINGS,
INC., 533 MARYVILLE
UNIVERSITY DRIVE

(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

ST. LOUIS, MO 63141

(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 Ownership (Instr. 4)
Energizer Holdings, Inc. Common Stock ⁽¹⁾				(A) or (D)			
			Code	V	Amount	(D)	Price
Energizer Holdings, Inc. Common Stock					13,530	D	
Energizer Holdings, Inc. Common Stock					2,027	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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(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 10/19/04	\$ 46.13	10/19/2004		A	7,000	10/19/2005 ⁽²⁾	10/18/2014	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/19/04	\$ 0	10/19/2004		A	3,000	⁽³⁾	⁽³⁾	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 5/08/00	\$ 17					05/08/2001	05/07/2010	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					⁽⁴⁾	⁽⁴⁾	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0					⁽⁵⁾	⁽⁵⁾	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Executive	\$ 0					⁽⁶⁾	⁽⁷⁾	Energizer Holdings, Inc.

Savings Investment Plan				Common Stock
Restricted Stock Equivalents	\$ 0		(8)	Energizer Holdings, Inc. Common Stock
5/19/03			(8)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONRAD PETER J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			VICE PRESIDENT - HR	

Signatures

PETER J. 10/21/2004
CONRAD

__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) Mr. Conrad Indirectly owns 1,855 shares of Energizer Holdings, Inc. in the Company's 401(k) Plan. He owns 2,669.426 units in the Energizer stock fund of the Energizer Holdings, Inc. Savings Investment Plan as of July 31, 2003. The number of shares allocated to a participant in that fund will vary based upon the cash position of the fund and changes in the market price of the common stock from time to time.
 - (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
 - (3) Restricted Stock Equivalents will convert into shares of Energizer Holdings, Inc. common stock - 25% on 10/19/05, 25% on 10/19/06, 25% on 10/19/07 and 25% on 10/19/08 unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral is mandated by Energizer Holdings, Inc. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
 - (4) In 2000, Participant elected to have Company match on deferrals, credited into Energizer phantom stock units in the Deferred Compensation Plan, distributed to him on 2/1/04. Under the terms of the Plan, distributions must be in the form of cash.
 - (5) In 2000, Participant elected to have bonus deferred, which was credited into Energizer phantom stock units in the Deferred Compensation Plan, distributed to him on 2/1/04. Under the terms of the Plan, distributions must be in the form of cash.
 - (6) Not Applicable.
 - (7) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
 - (8) 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 forfeiture 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.

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