#### STRATMANN GAYLE G

Form 4

December 28, 2004

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STRATMANN GAYLE G Issuer Symbol **ENERGIZER HOLDINGS INC** (Check all applicable) [ENR] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) ENERGIZER HOLDINGS. 12/23/2004 VP, GENERAL COUNSEL INC., 533 MARYVILLE UNIVERSITY DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63141 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) (D) Price Code V Amount Energizer Holdings, Inc. 12/23/2004 G V 75 D \$0 365 D Common Stock Energizer Holdings, 2,904 Ι By 401(k) Inc. Common Stock

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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)

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

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. Transactic Code (Instr. 8)	5. orNumber 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Non-Qualified Stock Option 5/08/00	\$ 17					05/08/2001(1)	05/07/2010	Energizer Holdings, Inc. Common Stock	50,0
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005(2)	10/18/2014	Energizer Holdings, Inc. Common Stock	10,0
Non-Qualified Stock Option 3/17/03	\$ 26.64					03/17/2004(3)	03/16/2013	Energizer Holdings, Inc. Common Stock	100,
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005(4)	09/22/2012	Energizer Holdings, Inc. Common Stock	10,0
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock	1,4
	\$ 0					<u>(6)</u>	<u>(6)</u>		5,0

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Restricted Energizer Stock Holdings, Equivalent Inc. 10/19/04 Common Stock Energizer Restricted

Stock \$0

05/19/2006<sup>(7)</sup> 05/19/2012 Equivalents 5/19/03

Common Stock

Holdings,

Inc.

20.0

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

STRATMANN GAYLE G ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

VP, GENERAL COUNSEL

## **Signatures**

GAYLE G.

**STRATMANN** 12/28/2004

\*\*Signature of Reporting 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) Exercisable at the rate of 25% per year commencing May 8, 2001.
- (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (3) Exercisable at a rate of 20% per year commencing March 17, 2004.
- (4) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (5) 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 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.
- 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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