

ENERGIZER HOLDINGS INC  
 Form 4  
 May 24, 2005

**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 \*  
**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/20/2005**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
**EXECUTIVE VICE PRESIDENT & CFO**

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Energizer Holdings, Inc. Common Stock	05/20/2005		S		15,132	D	\$ 61.07
					0		

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

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number.

**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
Non-Qualified Stock Option 11/20/00	\$ 21.0625					11/20/2001 11/19/2010	Energizer Holdings, Inc. Common Stock 80,000
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 <sup>(1)</sup> 10/18/2014	Energizer Holdings, Inc. Common Stock 10,000
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005 <sup>(2)</sup> 09/22/2012	Energizer Holdings, Inc. Common Stock 50,000
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					<u>(3)</u> <u>(3)</u>	Energizer Holdings, Inc. Common Stock 2,700
Phantom Stock Units in Deferred Compensation Plan	\$ 0					<u>(4)</u> <u>(4)</u>	Energizer Holdings, Inc. Common Stock 4,200
Phantom Stock Units in Executive Savings Investment	\$ 0					<u>(4)</u> <u>(4)</u>	Energizer Holdings, Inc. Common Stock 28,000

## Plan

Restricted  
Stock  
Equivalent  
10/19/04

\$ 0

(5)(5)

Energizer  
Holdings,  
Inc.  
Common  
Stock

5,000

Restricted  
Stock  
Equivalents  
5/19/03

\$ 0

(6)(6)

Energizer  
Holdings,  
Inc.  
Common  
Stock

20,000

## 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

05/24/2005

\_\_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).

- (1) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (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 matched 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 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.
- (5) 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.
- (6)

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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