Edgar Filing: SESCLEIFER DANIEL J - Form 4/A

SESCLEIFER DA	NIEL J											
Form 4/A												
February 02, 2009)											
FORM 4										PPROVAL		
	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						N OMB Number:	3235-0287				
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								January 31 Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type Respon	ises)											
1. Name and Address of Reporting Person <u>*</u> 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) (F ENERGIZER HC INC., 533 MARY UNIVERSITY D	OLDINGS, VILLE	Middle)		f Earliest Tra Day/Year) 1008	ansaction			Director X Officer (gi below) EXECUTIVE		% Owner her (specify ENT & CFO		
			4. If Amendment, Date Original Filed(Month/Day/Year) 12/17/2008				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) (S	State)	(Zip)	Tab	le I - Non-D	erivative	Securit	ies Ac	equired, Disposed	of, or Beneficia	lly Owned		
	nsaction Date h/Day/Year)		Date, if	Transaction Code	Disposed ((Instr. 3, 4	(A) or of (D) and 5) (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)		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Equivalent 10/19/04	\$ 0	12/15/2008		F	0 (1)	(2)	(2)	Energizer Holdings, Inc. Common Stock	0	\$ 30.

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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 02/02/2009 **<u>**</u>**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).
- Correction of reported withholding taxes associated with vesting of leg of award in 2008. The amount previously reported on December (1) 15 Form 4 had already been disclosed in earlier report.

Restricted Stock Equivalents would otherwise have converted 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 but Reporting Person elected to defer conversion until retirement or other

(2) termination. Upon vesting, on the Transaction Date indicated, equivalents were withheld in satisfaction of applicable federal and state taxes.

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.