

ENERGIZER HOLDINGS INC
 Form 3
 October 04, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Davis Brandon P. | | (Month/Day/Year) | ENERGIZER HOLDINGS INC [ENR] | |
| (Last) | (First) | (Middle) | 10/01/2013 | |
| 533 MARYVILLE UNIVERSITY DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | |
| ST. LOUIS,Â MOÂ 63141 | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| | | | VP Global Bus. Transformation | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------------|---|--|---|
| Energizer Holdings, Inc. Common Stock | 133 | I | By 401(k) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|---------------------------------------|----------------------------|------|----------------------------|---|
| Phantom Stk Units in Deferred Compensation Plan CM | Â (1) | Â (1) | Energizer Holdings, Inc. Common Stock | 418 | \$ 0 | D | Â |
| Phantom Stock Units in Deferred Compensation Plan | Â (1) | Â (1) | Energizer Holdings, Inc. Common Stock | 1,647 | \$ 0 | D | Â |
| Restricted Stock Equiv. 12/10/12 TB | Â (2) | Â (2) | Energizer Holdings, Inc. Common Stock | 1,228 | \$ 0 | D | Â |
| Restricted Stock Equivalent 10/12/09 TB | Â (3) | Â (3) | Energizer Holdings, Inc. Common Stock | 625 | \$ 0 | D | Â |
| Restricted Stock Equivalent 10/18/10 TB | Â (4) | Â (4) | Energizer Holdings, Inc. Common Stock | 1,500 | \$ 0 | D | Â |
| Restricted Stock Equivalent 11/7/11 TB | Â (5) | Â (5) | Energizer Holdings, Inc. Common Stock | 1,282 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|---|---------------|-----------|---------|-------------------------------|-------|
| | Director | 10% Owner | Officer | | |
| Davis Brandon P. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141 | Â | Â | Â | VP Global Bus. Transformation | Â |

Signatures

BRANDON P. DAVIS
10/03/2013
Date

Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
Three Hundred Seven (307) equivalents will vest on November 5, 2013, 307 on November 5, 2014, 307 on November 5, 2015 and 307 on November 5, 2016. Equivalents are subject to forfeiture if Reporting Person voluntarily or involuntarily terminates employment prior to conversion date, other than upon death, disability or change in control.
- (2) Six Hundred Twenty-Five (625) equivalents will vest on October 12, 2013. Equivalents are subject to forfeiture if Reporting Person voluntarily or involuntarily terminates employment prior to conversion date, other than upon death, disability or change in control.
Seven Hundred Fifty (750) equivalents will vest on October 18, 2013 and 750 on October 18, 2014. Equivalents are subject to forfeiture if Reporting Person voluntarily or involuntarily terminates employment prior to conversion date, other than upon death, disability or change in control.
- (3) Four Hundred Twenty-Eight (428) equivalents will vest on November 7, 2013, 427 on November 7, 2014 and 427 on November 7, 2015. Equivalents are subject to forfeiture if Reporting Person voluntarily or involuntarily terminates employment prior to conversion date, other than upon death, disability or change in control.

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.