

EnerSys
Form 4
December 14, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**MSDW CAPITAL PARTNERS IV
INC**

(Last) (First) (Middle)

1585 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EnerSys [ENS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/12/2006		S		4,637,562	D	\$ 16.02
					20,993,135	I (1)	
							Through partnerships (2)

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MSDW CAPITAL PARTNERS IV INC 1585 BROADWAY NEW YORK, NY 10036		X		
MSDW IV 892 INVESTORS L P 1585 BROADWAY NEW YORK, NY 10036		X		
MSDW CAPITAL PARTNERS IV LLC 1585 BROADWAY NEW YORK, NY 10036		X		
MSDW Capital Partners IV, L P 1585 BROADWAY NEW YORK, NY 10036		X		
MORGAN STANLEY DEAN WITTER CAPITAL INVESTORS IV L P 1585 BROADWAY NEW YORK, NY 10036		X		

Signatures

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact
for MSDW Capital Partners IV, Inc.

12/14/2006

__Signature of Reporting Person

Date

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact
for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as
general partner of MSDW IV 892 Investors, L.P.

12/14/2006

__Signature of Reporting Person

Date

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/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC

12/14/2006

__Signature of Reporting Person

Date

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as-attorney-in fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of Morgan Stanley Dean Witter Capital Partners IV, L.P.

12/14/2006

__Signature of Reporting Person

Date

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of Morgan Stanley Dean Witter Capital Investors IV, L.P.

12/14/2006

__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).

Except for Morgan Stanley Dean Witter Capital Partners IV, L.P., MSDW IV 892 Investors, L.P., and Morgan Stanley Dean Witter Capital Investors IV, L.P., which hold the common stock directly. Includes 18,869,605 shares held directly by Morgan Stanley Dean

- (1) Witter Capital Partners IV, L.P., 1,607,833 shares held directly by MSDW IV 892 Investors, L.P., and 515,697 shares held directly by Morgan Stanley Dean Witter Capital Investors IV, L.P. MSDW Capital Partners IV, LLC is the general partner of such funds. MSDW Capital Partners IV, Inc. is the member of the general partner.

MSDW Capital Partners IV, Inc. and MSDW Capital Partners IV, LLC have no direct pecuniary interest in securities in Table I(5). Such

- (2) persons may be deemed to beneficially own an indirect pecuniary interest in securities in Table I(5). Such persons disclaim beneficial ownership therein except to the extent ultimately realized.

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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