

ENERGIZER HOLDINGS, INC.
 Form 4
 July 10, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Johnson James C

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)
 07/08/2015

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

C/O 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (9-02)

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

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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
Restricted Stock Equivalent 01/02/2015 TB	\$ 0	07/08/2015		A ⁽¹⁾		856		<u>(2)</u>	<u>(2)</u>	Common Stock	856
Restricted Stock Equivalent 01/02/2014 TB	\$ 0	07/08/2015		A ⁽¹⁾		1,027		<u>(3)</u>	<u>(3)</u>	Common Stock	1,027
Restricted Stock Equivalent 11/03/2013 TB	\$ 0	07/08/2015		A ⁽¹⁾		1,009		<u>(4)</u>	<u>(4)</u>	Common Stock	1,009
Phantom Stock Units in Deferred Compensation	\$ 0	07/08/2015		A ⁽¹⁾		168		<u>(5)</u>	<u>(5)</u>	Common Stock	168
Restricted Stock Equivalent 07/08/2015 TB	\$ 0	07/08/2015		A		5,589		<u>(6)</u>	<u>(6)</u>	Common Stock	5,589

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Johnson James C
 C/O ENERGIZER HOLDINGS, INC.
 533 MARYVILLE UNIVERSITY DRIVE
 ST. LOUIS, MO 63141

X

Signatures

/s/ James C.
 Johnson

07/10/2015

Date

__Signature of
Reporting Person

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).
Pursuant to the Employee Matters Agreement, by and between Edgewell Personal Care Company ("Edgewell") and Energizer Holdings, Inc. ("Energizer"), dated as of June 25, 2015, to reflect the separation of Energizer from Edgewell by means of a pro rata distribution of 100% of the outstanding shares of Energizer common stock to Edgewell stockholders of record on June 16, 2015, each outstanding equity award owned by the Reporting Person was adjusted on July 8, 2015 to maintain the intrinsic value of the award.
 - (1) Restricted stock equivalent award ("RSE") will vest and convert into shares of Energizer Common Stock on 01/02/2016 unless Reporting Person elects to defer conversion or all or a portion may vest upon death, disability, change of control or termination of service on Energizer's Board of Directors.
 - (2) RSE is vested and will convert into shares of Energizer Common Stock upon Reporting Person's retirement or other termination of service on Energizer's Board of Directors.
 - (3) RSE will vest and convert into shares of Energizer Common Stock on 11/03/2016 unless Reporting Person elects to defer conversion until termination of service on Energizer's Board of Directors, or all or a portion may vest upon death, disability or change of control. RSE is subject to forfeiture if Reporting Person terminates service on the Board prior to the vesting date.
 - (4) Phantom stock units are payable in cash following termination of the Reporting Person's service on Energizer's Board of Directors.
 - (5) 100% of the RSE granted will vest and convert into shares of Energizer Common Stock on 07/08/2018 if Reporting Person continues to serve on Energizer's Board of Directors on said date or all or a portion may vest upon death, disability or change of control.
 - (6)

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.