

Spectrum Brands Holdings, Inc.  
 Form 4  
 April 02, 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 \*  
**MATTHEWS NORMAN S**

2. Issuer Name and Ticker or Trading Symbol  
**Spectrum Brands Holdings, Inc. [SPB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/01/2015**

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

**C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY**

(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

**MIDDLETON, WI 53562**

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/01/2015		A	149 A \$ 0	19,163 <sup>(2)</sup> <sub>(3)</sub> <sub>(4)</sub>	D	

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.**

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

MATTHEWS NORMAN S  
 C/O SPECTRUM BRANDS HOLDINGS, INC.  
 3001 DEMING WAY  
 MIDDLETON, WI 53562

X

## Signatures

/s/ Nathan E. Fagre,  
 attorney-in-fact

04/01/2015

\*\*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) Reporting Person was awarded 149 restricted stock units under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer and which are scheduled to vest in full on October 1, 2015 if Reporting Person is a director of the Issuer on such date.
  - (2) Includes 399 restricted shares resulting from the Reporting Person's election to receive stock in lieu of cash for the quarterly retainer period paid for service as a member of the Board of Directors on October 1, 2013 and that are scheduled to vest in full upon the last day of the Reporting Person's Board service.
  - (3) Includes 425 restricted shares resulting from the Reporting Person's election to receive stock in lieu of cash for the quarterly retainer paid for service as a member of the Board of Directors on January 1, 2014 and that are scheduled to vest in full on January 1, 2024.
  - (4) Includes 2,486 restricted stock units awarded to Reporting Person under the Issuer's 2011 Omnibus Equity Award Plan on October 1, 2014 which are settled in shares of common stock of the Issuer and which are scheduled to vest in full on October 1, 2015 if Reporting Person is a director of the Issuer on such date.

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.