

SESCLEIFER DANIEL J
Form 4
October 12, 2004

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 *
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) (First) (Middle)

ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
10/08/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXECUTIVE VICE PRESIDENT & CFO

(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)
Energizer Holdings, Inc. Common Stock	10/08/2004		S	(A) or (D) 5,000 (1)	D \$ 46 25,132	D	
Energizer Holdings, Inc. Common Stock					418	I	By 401(k)

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option 11/20/00	\$ 21.0625					11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock	170,000
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005 ⁽²⁾	09/22/2012	Energizer Holdings, Inc. Common Stock	50,000
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					<u>(3)</u>	<u>(3)</u>	Energizer Holdings, Inc. Common Stock	1,600
Phantom Stock Units in Deferred Compensation Plan	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	6,500
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	1,000
	\$ 0					<u>(5)</u>	<u>(5)</u>		20,000

Restricted
 Stock
 Equivalents
 5/19/03

Energizer
 Holdings,
 Inc.
 Common
 Stock

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	10/12/2004
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Sale of shares was made pursuant to a 10b5-1 plan.
 - (2) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
 - (3) Company match on deferrals into Energizer phantom stock units in Deferred Compensation Plan vests 3 years from grant, provided match deferral remains in units for a period of one year.
 - (4) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
 Restricted Stock Equivalents will convert into shares of Energizer Common Stock - 1/3 on 5/19/06, 1/3 on 5/19/09 and 1/3 on 5/19/12, unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

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.