#### SESCLEIFER DANIEL J

Form 4

January 27, 2005

## FORM 4

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

**OMB** Number:

3235-0287 January 31,

0.5

if no longer

Check this box

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: 2005 Estimated average burden hours per

**OMB APPROVAL** 

response...

5. Relationship of Reporting Person(s) to

Issuer

Form 5 obligations

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

SESCLEIFER DANIEL J

1. Name and Address of Reporting Person \*

			ENERGIZER HOLDINGS INC [ENR] (Check all applicable)				)			
INC., 533 I	(First) ER HOLDING MARYVILLE ITY DRIVE	(Middle) S,		of Earliest T Day/Year) 2005	ransaction		be	Director _X Officer (give t elow) EXECUTIVE VI	itleOthe	
ST. LOUIS	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filin Applicable Line) _X_ Form filed by One Reporting Pe Form filed by More than One Re Person					rson				
(City)	(State)	(Zip)	Tak	ole I - Non-	Derivative	Secui	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Energizer Holdings, Inc. Common Stock	01/25/2005			Code V	Amount 10,000 (1)	(D)	Price \$ 21.0625	(Instr. 3 and 4) 25,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005			S	10,000	D	\$ 50.5	15,132	D	

Energizer Holdings, Inc. Common Stock	01/25/2005	M	30,000 (1)	A	\$ 21.0625	45,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	S	30,000 (1)	D	\$ 53	15,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	M	10,000	A	\$ 21.0625	25,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	S	10,000	D	\$ 54.25	15,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	M	10,000 (1)	A	\$ 21.0625	25,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	S	10,000 (1)	D	\$ 55	15,132	D	
Energizer Holdings, Inc. Common Stock						433	I	By 401(k)

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nDerivative	Expiration Date
Security	or Exercise		any	Code	Securities	(Month/Day/Year)

7. Title and An Underlying Se (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005		M	10,000 (1)	11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005		M	30,000	11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005		M	10,000	11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005		M	10,000	11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005(2)	10/18/2014	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005(3)	09/22/2012	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation	\$ 0					<u>(5)</u>	(5)	Energizer Holdings, Inc. Common

Plan				Stock
Phantom Stock Units in Executive Savings Investment Plan	\$ 0	<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/19/04	\$ 0	<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 5/19/03	\$ 0	<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. Common Stock

# **Reporting Owners**

Reporting Owner Name / Address

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 01/26/2005

\*\*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) Non-Qualified Stock Option exercise, and sale of the shares acquired, was made pursuant to a 10b5-1 plan.
- (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (3) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (4) Company match on deferrals into Energizer phantom stock units in Deferred Compensation Plan vests 3 years from grant, provided matched deferral remains in units for a period of one year.
- (5) 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 Holdings, Inc. common stock 25% on 10/19/05, 25% on 10/19/06, 25% on 10/19/07 and 25% on 10/19/08 unless Reporting Person elects to defer conversion until retirement or other termination, or unless

(6) 25% on 10/19/07 and 25% on 10/19/08 unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral is mandated by Energizer Holdings, Inc. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

Reporting Owners 4

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 forfeture 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.