HATFIELD DAVID P

Form 4

February 07, 2005

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to

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

January 31, Expires: 2005

Section 16. Form 4 or Form 5 obligations

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

burden hours per 0.5 response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * HATFIELD DAVID P			2. Issuer Name and Ticker or Trading Symbol ENERGIZER HOLDINGS INC [ENR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	R HOLDINGS, IARYVILLE	(Middle)	3. Date of (Month/D 02/03/20	•	ansaction			Director _X_ Officer (give below) EXECU		
ST LOUIS,	(Street) MO 63141			ndment, Da hth/Day/Year)	_			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Per	rson
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit r(A) or Dis (Instr. 3, 4	sposed	of (D)	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)
Energizer Holdings, Inc. Common Stock	02/03/2005			M	45,000			49,451	D	
Energizer Holdings, Inc.	02/03/2005			S	6,300	D	\$ 58.95	43,151	D	

58.95

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Energizer Holdings, Inc. Common Stock	02/03/2005	S	10,200	D	\$ 58.93	32,951	D	
Energizer Holdings, Inc. Common Stock	02/03/2005	S	4,200	D	\$ 58.89	28,751	D	
Energizer Holdings, Inc. Common Stock	02/03/2005	S	3,800	D	\$ 58.88	24,951	D	
Energizer Holdings, Inc. Common Stock	02/03/2005	S	500	D	\$ 58.84	24,451	D	
Energizer Holdings, Inc. Common Stock	02/03/2005	S	9,800	D	\$ 58.83	14,651	D	
Energizer Holdings, Inc. Common Stock	02/03/2005	S	4,800	D	\$ 58.81	9,851	D	
Energizer Holdings, Inc. Common Stock	02/03/2005	S	900	D	\$ 58.8	8,951	D	
Energizer Holdings, Inc. Common Stock	02/03/2005	S	4,500	D	\$ 58.73	4,451	D	
Energizer Holdings, Inc. Common Stock						4,488	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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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 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date ecurities (Month/Day/Year) cquired (A) Disposed of O) nstr. 3, 4,		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 5/08/00	\$ 17	02/03/2005		M	45,000	05/08/2001(1)	05/07/2010	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 Plan	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Executive	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc.

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

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HATFIELD DAVID P ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST LOUIS, MO 63141

EXECUTIVE VP, CMO

Signatures

DAVID P.

HATFIELD 02/07/2005

**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) Exercisable at the rate of 20% per year commencing May 8, 2001.
- (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) 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 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.
- 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.

Reporting Owners 4