#### **ENERGIZER HOLDINGS INC**

Form 4

February 10, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MCCLANATHAN JOSEPH W

ENERGI [ENR]			SIZER HOLDINGS INC				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of (Month/D	f Earliest Transaction Day/Year)				Director 10% OwnerX_ Officer (give title Other (specify			
ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE			02/08/2005					below) PRES. & CEO ENERGIZER BATTERY			
	(Street)			ndment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(N ST. LOUIS, MO 63141			Filed(Mon	th/Day/Year)  Applicable Line)  _X_ Form filed by One Reporting Person  Form filed by More than One Reporting Person							
(City)	(State)	(Zip)	Table	e I - Non-D	erivative :	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d 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	02/08/2005			S	200	D	\$ 60.13	6,800	D		
Energizer Holdings, Inc. Common Stock	02/08/2005			S	1,000	D	\$ 60.12	5,800	D		

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Energizer Holdings, Inc. Common Stock	02/08/2005	S	800	D	\$ 60.11	5,000	D
Energizer Holdings, Inc. Common Stock	02/08/2005	S	200	D	\$ 60.1	4,800	D
Energizer Holdings, Inc. Common Stock	02/08/2005	S	400	D	\$ 60.09	4,400	D
Energizer Holdings, Inc. Common Stock	02/08/2005	S	200	D	\$ 60.08	4,200	D
Energizer Holdings, Inc. Common Stock	02/08/2005	S	200	D	\$ 60.07	4,000	D
Energizer Holdings, Inc. Common Stock	02/08/2005	S	600	D	\$ 60.05	3,400	D
Energizer Holdings, Inc. Common Stock	02/08/2005	S	1,300	D	\$ 60.04	2,100	D
Energizer Holdings, Inc. Common Stock	02/08/2005	S	300	D	\$ 60.03	1,800	D
Energizer Holdings, Inc. Common Stock	02/08/2005	S	700	D	\$ 60.02	1,100	D
	02/08/2005	S	400	D		700	D

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Energizer Holdings, Inc. Common Stock					\$ 60.01			
Energizer Holdings, Inc. Common Stock	02/08/2005	S	400	D	\$ 60	300	D	
Energizer Holdings, Inc. Common Stock	02/08/2005	S	300	D	\$ 59.99	0	D	
Energizer Holdings, Inc. Common Stock						3,765	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 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Expiration Date (Month/Day/Year	7. Title and A Underlying So (Instr. 3 and 4	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 5/08/00	\$ 17	02/08/2005		M	25,000	05/08/2001	05/07/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option	\$ 42.9					01/26/2005(1)	01/25/2014	Energizer Holdings,

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1/26/04				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 Savings Investment Plan	\$ 0	<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/19/04	\$ 0	<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents	\$ 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 Relationships

Director 10% Owner Officer Other

MCCLANATHAN JOSEPH W ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

PRES. & CEO ENERGIZER BATTERY

# **Signatures**

JOSEPH W. MCCLANATHAN

02/09/2005

\*\*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 a rate of 20% per year commencing 1/26/05.
- (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 three years from the date of grant unless Reporting

  (6) Person places to defor conversion until strictment or other termination, or upless deforms of conversion is mandated by Energizer.
- (6) 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 terminates employment within three years of grant.
  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.

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