#### **ENERGIZER HOLDINGS INC**

Form 4

March 07, 2005

## FORM 4

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

**OMB APPROVAL** OMB 3235-0287

Check this box if no longer subject to

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

Number: 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.

30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

Inc.

Common Stock

Energizer Holdings, Inc.

Common Stock

03/03/2005

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SESCLEIFER DANIEL J Syml ENE		Symbol	Name <b>and</b> Ticker or Trading  IZER HOLDINGS INC	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
	CR HOLDINGS, MARYVILLE	3. Date of (Month/D) 03/03/20		Director 10% OwnerX Officer (give title Other (specify below) below)  EXECUTIVE VICE PRESIDENT & CFO		
			ndment, Date Original th/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
51. LOUIS,	, MO 03141			Person		
(City)	(State) (Z	Zip) Table	e I - Non-Derivative Securities Acc	quired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		
Holdings,			\$			

Ι

447

D

0

15,132

59.89

Ι

D

1

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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)	Secur Acqui (A) or	erivative rities ired or osed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A Oi N
Phantom Stock Units in Executive Savings Investment Plan	\$ 0	03/03/2005		I		1,250	<u>(1)</u>	<u>(1)</u>	Energizer Holdings, Inc. Common Stock	
Non-Qualified Stock Option 11/20/00	\$ 21.0625						11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock	8
Non-Qualified Stock Option 10/19/04	\$ 46.13						10/19/2005(2)	10/18/2014	Energizer Holdings, Inc. Common Stock	1
Non-Qualified Stock Option 9/23/02	\$ 30.1						09/23/2005(3)	09/22/2012	Energizer Holdings, Inc. Common Stock	5
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0						<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	
Phantom Stock	\$ 0						<u>(1)</u>	<u>(1)</u>	Energizer	

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Units in Deferred Compensation Plan				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 5/19/03	\$ 0	<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. 2 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 03/07/2005

\*\*Signature of Reporting Date

Person

## **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) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (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.
- 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.

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