#### Edgar Filing: HATFIELD DAVID P - Form 4

Form 4 October 27, 20													
FORM	4									-	PPROVAL		
	UNITED S	TATES S				D EXC ).C. 205		IGE (	COMMISSION	OMB Number:	3235-0287		
Check this if no longe	r			0						Expires:	January 31,		
subject to Section 16. Form 4 or Form 5	SIAIEM.	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Expired: 200 Estimated average burden hours per response 0.			
obligations may contin <i>See</i> Instruc 1(b).	Section 17(a)	) of the Pu		lity Ho	oldi	ng Com	pany	Act of	f 1935 or Sectio	n			
(Print or Type Re	esponses)												
1. Name and Address of Reporting Person <u>*</u> HATFIELD DAVID P			2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer				
		ENERGIZER HOLDINGS INC [ENR]						(Check all applicable)					
(Last) ENERGIZER INC., 533 MA UNIVERSIT	R HOLDINGS, ARYVILLE	(	3. Date of 1 Month/Da 10/25/20	y/Year)	Trar	isaction			Director X Officer (give below) EXECU		o Owner er (specify 1O		
ST LOUIS, N	(Street) AO 63141		l. If Amen Filed(Montl			Original			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M Person		rson		
(City)	(State) (Z	Zip)	Table	I - Non	-Dei	rivative S	ecurit	ies Acc	quired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transa Code (Instr. 3		4. Securi nAcquirec Disposec (Instr. 3,	l (A) o l of (D	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Energizer Holdings, Inc. Common Stock	10/25/2005					Amount 2,226 (1)	(D)	Price \$ 0	(Instr. 3 and 4) 3,663	D			
Energizer Holdings, Inc. Common Stock									4,575	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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# 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. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and 4	ecuritie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numl of Sha
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 <u>(2)</u>	10/18/2014	Energizer Holdings, Inc. Common Stock	20,0
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005 <u>(3)</u>	09/22/2012	Energizer Holdings, Inc. Common Stock	25,0
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	3,14
Phantom Stock Units in Deferred Compensation Plan	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	7,9'
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	40

Phantom Units in DCP - Performance	\$ 0	<u>(5)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	10,0
Restricted Stock Equivalent 10/19/04	\$ 0	<u>(6)</u>	(6)	Energizer Holdings, Inc. Common Stock	7,50
Restricted Stock Equivalents 5/19/03	\$ 0	(7)	<u>(7)</u>	Energizer Holdings, Inc. Common Stock	20,0

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
HATFIELD DAVID P ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST LOUIS, MO 63141			EXECUTIVE VP, CMO				
Signatures							

### Signatures

Reporting Person

DAVID P. HATFIELD 10/27/2005 \*\*Signature of

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) Reporting Person transferred ownership of shares to spouse. He disclaims further beneficial ownership of such shares.
- (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.

25% of phantom stock units granted will vest on 10/11/08, 25% will vest in November, 2008, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety at (5) that time only if CAGR equals or exceeds 15% (with incremental vesting between 10 and 15%). All units that do not vest will be forfeited.

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) 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.

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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

 (7) unless reporting Person elects to deter conversion until retrement of other termination, of unless determa 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.