ENERGIZER HOLDINGS INC

Form 4 October 03, 2006

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

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or

Expires: 2005 Estimated average

SECURITIES

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

HUNTER JOHN CIII

(First)

Symbol **ENERGIZER HOLDINGS INC**

(Month/Day/Year)

09/29/2006

(Check all applicable)

[ENR]

(Last)

Security

(Instr. 3)

(Middle)

3. Date of Earliest Transaction

X_ Director

Officer (give title

10% Owner Other (specify

269 BAREFOOT BEACH BLVD., PH2

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BONITA SPRINGS, FL 34134

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

(A)

or

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Conversion

7. Title and Amount

Underlying Securiti

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3) I S S S S S S S S S S S S S S S S S S	of (Month/Day/Year Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5))	(Instr. 3 and 4	4)
				Code	V ((A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Phantom Stock Units in Deferred Compensation Plan	\$ 0	09/29/2006		A		79	<u>(1)</u>	<u>(1)</u>	Energizer Holdings, Inc. Common Stock	79
Non-Qualified Stock Option 1/25/05	\$ 55.2						01/25/2006(2)	01/24/2015	Energizer Holdings, Inc. Common Stock	10,0

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

HUNTER JOHN CIII 269 BAREFOOT BEACH BLVD. X PH₂

BONITA SPRINGS, FL 34134

Signatures

JOHN C.

HUNTER, III 10/03/2006 **Signature of Reporting 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).
- Phantom stock units are payable in cash following termination of the Reporting Person's Service on the Board of Directors of Energizer **(1)** Holdings, Inc.
- (2) Exercisable at a rate of 20% per year commencing January 25, 2006.

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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