

MCCLANATHAN JOSEPH W
 Form 4
 October 12, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCCLANATHAN JOSEPH W

2. Issuer Name and Ticker or Trading Symbol
 ENERGIZER HOLDINGS INC
 [ENR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 10/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRES. & CEO ENERGIZER BATTERY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

ST. LOUIS, MO 63141

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Energizer Holdings, Inc. Common Stock				(A) or (D)	9,310	D	

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

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number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Equivalent 10/10/07	\$ 0	10/10/2010		F	86 <u>(1)</u>	<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	80,000
Non-Qualified Stock Option 1/26/04	\$ 42.9					01/26/2005 ⁽³⁾	01/25/2014	Energizer Holdings, Inc. Common Stock	50,000
Non-Qualified Stock Option 10/12/09	\$ 65.63					10/12/2012 ⁽⁴⁾	10/11/2019	Energizer Holdings, Inc. Common Stock	17,500
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 ⁽⁵⁾	10/18/2014	Energizer Holdings, Inc. Common Stock	20,000
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock	13,500
Phantom Stock Units in Deferred Compensation Plan	\$ 0					<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock	70,500

Restricted Stock Equivalent 10/12/09 PB	\$ 0	(7)	(7)	Energizer Holdings, Inc. Common Stock	14,7
Restricted Stock Equivalent 10/12/09 TB	\$ 0	(8)	(8)	Energizer Holdings, Inc. Common Stock	6,3
Restricted Stock Equivalent 10/13/08	\$ 0	(9)	(9)	Energizer Holdings, Inc. Common Stock	20,0
Restricted Stock Equivalents	\$ 0	(10)	(10)	Energizer Holdings, Inc. Common Stock	30,0
Restricted Stock Equivalents 5/19/03	\$ 0	(11)	(11)	Energizer Holdings, Inc. Common Stock	19,5

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

10/12/2010

**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) Shares withheld upon vesting of 25% of the restricted stock equivalents granted October 10, 2007. Conversion of said shares was deferred until retirement at the election of Reporting Person.
- (2)

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25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/10/10. An additional 5% will vest and convert into shares of ENR Common Stock in November, 2010, only if CAGR in earnings per share equals or exceeds 8% for the period between 9/30/07 and 9/30/10; that percentage will be 15% if CAGR for the period equals or exceeds 9%, and 25% if CAGR for the period equals or exceeds 10%. The remaining 50% of RSE granted will vest in its entirety and convert into shares of ENR Common Stock only if CAGR for the period equals or exceeds 15% (with incremental vesting between 11% and 15%). All RSE will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.

- (3) Exercisable at a rate of 20% per year commencing 1/26/05.
- (4) 100% exercisable on October 12, 2012 as long as Recipient is still employed on said date. Options will also become exercisable upon the Recipient's death or disability, and in the event of a change of control of the Company occurring on or after November 1, 2011.
- (5) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (6) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2012, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/09 and 9/30/12, proportionately increasing in 1/10th of 1% increments up to 100% of the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.
- (7) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control of the Company.
25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR common stock on 10/13/2011. An additional 5% will vest and convert into shares of ENR common stock in November, 2011, only if CAGR in EPS equals or exceeds 8% for the period between 9/30/08 and 9/30/11, proportionately increasing in 1/10th of 1% increments up to 75% of the RSEs granted if 15% CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.
- (9) Restricted stock equivalents convert into shares of Energizer Common Stock three years from the date of grant 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 forfeiture if Reporting Person terminates employment within three years of grant.
- (10) Restricted Stock Equivalents 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 forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
- (11)

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.