

McColgan John James
Form 5
November 09, 2011

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
McColgan John James

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Principal Accounting Officer

533 MARYVILLE UNIVERSITY DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ST. LOUIS, MO 63141

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount (D) Price			
Energizer Holdings, Inc. Common Stock	11/16/2009 ⁽¹⁾	Â	F ⁽²⁾	591 D \$ 59.1	1,228	D	Â

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

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SEC 2270 (9-02)

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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. 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 a Underlyi (Instr. 3)
					(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 10/12/09	\$ 65.63	10/12/2009	Â	A ⁽²⁾	7,500	Â	10/12/2012 ⁽³⁾	10/11/2019	Energiz Holding Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/30/2009	Â	A ⁽²⁾	111 ⁽⁴⁾	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Energiz Holding Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	11/30/2009	Â	A ⁽²⁾	163 ⁽⁶⁾	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	Energiz Holding Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	11/30/2009	Â	F ⁽²⁾	Â	4	Â ⁽⁵⁾	Â ⁽⁵⁾	Energiz Holding Inc. Common Stock
Restricted Stock Equivalents 2/6/09	\$ 0	11/16/2009	Â	D ⁽²⁾	Â	3,266 ⁽⁷⁾	Â ⁽⁸⁾	Â ⁽⁸⁾	Energiz Holding Inc. Common Stock
Restricted Stock Equivalent 10/12/09 PB	\$ 0	10/12/2009	Â	A ⁽²⁾	8,076	Â	Â ⁽⁹⁾	Â ⁽⁹⁾	Energiz Holding Inc. Common Stock
Restricted Stock Equivalent 10/12/09 TB	\$ 0	10/12/2009	Â	A ⁽²⁾	3,462	Â	Â ⁽¹⁰⁾	Â ⁽¹⁰⁾	Energiz Holding Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McColgan John James 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141	Â	Â	Â	Principal Accounting Officer Â

Signatures

JOHN J.
MCCOLGAN 11/09/2011

**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) The reporting person has served as the Company's Principal Accounting Officer since January 1, 2008. However, he is not an "executive officer" for purposes of the Securities Exchange Act of 1934, as amended. All of the securities that have been acquired by the reporting person and reported on this form were acquired in exempt transactions.
 - (2) Transaction should have been previously reported on a Form 4.
 - (3) 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.
 - (4) Company match on deferrals of 2009 bonus payment into Energizer phantom stock units in Deferred Compensation Plan vest 3 years from grant, provided matched deferrals remain in units for a period of one year. In accordance with the terms of the Plan, the initial value of the units is the closing price of ENR Common Stock on November 15th of the year units are credited.
 - (5) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
 - (6) Deferral of Reporting Person's annual 2009 cash bonus into Energizer phantom stock units in Deferred Compensation Plan.
 - (7) Performance restricted stock equivalent awards forfeited, in accordance with the terms of the awards, when performance vesting criteria were not achieved .
 - (8) Performance based restricted stock equivalent awards will vest on November 16, 2009 contingent upon achievement of the individual and Company performance targets for fiscal year 2009 applicable to the Company's 2009 Annual Bonus Program. Equivalents that do not vest will be forfeited.

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
 - (9) 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.

Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 as long as
 - (10) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.