

Hamm Brian K
 Form 3
 November 13, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hamm Brian K | | (Month/Day/Year) | ENERGIZER HOLDINGS INC [ENR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/05/2012 | | |
| ENERGIZER,Â 533 | | | (Check all applicable) | |
| MARYVILLE UNIVERSITY | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| DRIVE | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (Street) | | | (give title below) (specify below) | |
| | | | VP, Global Bus Transformation | |
| ST. LOUIS,Â MOÂ 63141 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------------|--|---|--|
| Energizer Holdings, Inc. Common Stock | 2,685 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|--|--|
|---|---|--|---|--|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|---------------------------------------|----------------------------|----------|---------------------------------------|---|
| Phantom Stk Units in Deferred Compensation Plan CM | Â (1) | Â (1) | Energizer Holdings, Inc. Common Stock | 957 | \$ 0 | D | Â |
| Phantom Stock Units in Deferred Compensation Plan | Â (1) | Â (1) | Energizer Holdings, Inc. Common Stock | 1,821 | \$ 0 | D | Â |
| Restricted Stock Equivalent 10/12/09 PB | Â (2) | Â (2) | Energizer Holdings, Inc. Common Stock | 7,022 | \$ 0 | D | Â |
| Restricted Stock Equivalent 10/18/10 PB | Â (3) | Â (3) | Energizer Holdings, Inc. Common Stock | 9,152 | \$ 0 | D | Â |
| Restricted Stock Equivalent 10/18/10 TB | Â (4) | Â (4) | Energizer Holdings, Inc. Common Stock | 3,924 | \$ 0 | D | Â |
| Restricted Stock Equivalent 11/7/11 PB | Â (5) | Â (5) | Energizer Holdings, Inc. Common Stock | 8,058 | \$ 0 | D | Â |
| Restricted Stock Equivalent 11/7/11 TB | Â (6) | Â (6) | Energizer Holdings, Inc. Common Stock | 3,453 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hamm Brian K ENERGIZER | Â | Â | Â VP, Global Bus Transformation | Â |

533 MARYVILLE UNIVERSITY DRIVE
ST. LOUIS, MO 63141

Signatures

BRIAN K.
HAMM

11/09/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

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.

(3) 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2013, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/10 and 9/30/13, 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.

(4) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/18/2013 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.

(5) 16.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2014, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/11 and 9/30/14, 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.

(6) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/7/2014 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.

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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