

RAYOVAC CORP
Form 4
February 17, 2005

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CANCIO LUIS A

(Last) (First) (Middle)

C/O RAYOVAC
CORPORATION, 6 CONCOURSE
PARKWAY, SUITE 3300

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RAYOVAC CORP [ROV]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

President, Latin America

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

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2005		M	50,000 A	\$ 20.94 145,436	D	
Common Stock	02/15/2005		S ⁽¹⁾	50,000 D	\$ 40 95,436	D	
Common Stock					3,256.0509	I	401(k) Plan ⁽²⁾
Comon Stock	02/16/2005		M	25,000 A	\$ 20.94 120,436	D	
Common Stock	02/16/2005		S ⁽¹⁾	25,000 D	\$ 43 95,436	D	

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

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(9-02)

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.94	02/15/2005		M		50,000		<u>(3)</u>	08/01/2009	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 20.94	02/16/2005		M		25,000		<u>(4)</u>	04/28/2010	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CANCIO LUIS A
C/O RAYOVAC CORPORATION
6 CONCOURSE PARKWAY, SUITE 3300
ATLANTA, GA 30328

President, Latin America

Signatures

Tracy S. Wrycha, as
attorney-in-fact

02/17/2005

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 8, 2005.
- (2) The reporting person holds a total of 3,256.0509 shares through the Rayovac 401(k) Retirement Savings Plan as of February 15, 2005.
- (3) 12,500 shares of the option vested and became exercisable on August 1, 2000; 12,500 shares of the option vested and became exercisable on August 1, 2001; 12,500 shares of the option vested and became exercisable on August 1, 2002; and the remaining 12,500 shares of the option vested and became exercisable on August 1, 2003.
- (4) 3,125 shares of the option vested and became exercisable on September 30, 2000; 6,250 shares of the option vested and became exercisable on September 30, 2002; 12,500 shares of the option vested and became exercisable on September 30, 2003; and the remaining 3,125 shares of the option vested and became exercisable on November 10, 2004.

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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