

ENERGIZER HOLDINGS INC

Form 4

December 04, 2007

**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 \*  
SESCLEIFER DANIEL J

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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EXECUTIVE VICE PRESIDENT & CFO

ST. LOUIS, MO 63141

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                                                   |        |
|-------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|---------------------------------------------------|--------|
|                                                                         |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date Exercisable                                               | Expiration<br>Date | Title                                             | Amount |
| Phantom Stk<br>Units in<br>Deferred<br>Compensation<br>Plan CM          | \$ 0                                                                  | 11/30/2007                              |                                                             | A                                       |                                                                                                                 | 1,055                                                          |     | <u>(1)</u>                                                     | <u>(2)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |        |
| Phantom Stock<br>Units in<br>Deferred<br>Compensation<br>Plan           | \$ 0                                                                  | 11/30/2007                              |                                                             | A                                       |                                                                                                                 | 4,221                                                          |     | <u>(2)</u>                                                     | <u>(2)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |        |
| Non-Qualified<br>Stock Option<br>10/19/04                               | \$ 46.13                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 10/19/2005 <sup>(3)</sup>                                      | 10/18/2014         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |        |
| Non-Qualified<br>Stock Option<br>9/23/02                                | \$ 30.1                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 09/23/2005 <sup>(4)</sup>                                      | 09/22/2012         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 1      |
| Phantom Stock<br>Units in<br>Executive<br>Savings<br>Investment<br>Plan | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <u>(2)</u>                                                     | <u>(2)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |        |
| Phantom Units<br>in DCP -<br>Performance                                | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <u>(5)</u>                                                     | <u>(2)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 1      |
| Restricted<br>Stock<br>Equivalent<br>10/10/07                           | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <u>(6)</u>                                                     | <u>(6)</u>         | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock | 1      |

|                                               |      |     |     |                                                   |
|-----------------------------------------------|------|-----|-----|---------------------------------------------------|
| Restricted<br>Stock<br>Equivalent<br>10/19/04 | \$ 0 | (7) | (7) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock<br>Equivalent<br>10/9/06  | \$ 0 | (8) | (8) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock<br>Equivalents<br>5/19/03 | \$ 0 | (9) | (9) | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships |           |                                |       |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                                          | Director      | 10% Owner | Officer                        | Other |
| SESCLEIFER DANIEL J<br>ENERGIZER HOLDINGS, INC.<br>533 MARYVILLE UNIVERSITY DRIVE<br>ST. LOUIS, MO 63141 |               |           | EXECUTIVE VICE PRESIDENT & CFO |       |

## Signatures

DANIEL J.  
SESCLEIFER 12/04/2007

\_\_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).
- Company match on deferrals of 2007 bonus payment into Energizer phantom stock units in Deferred Compensation Plan vest 3 years
- (1) 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.
  - (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
  - (3) Exercisable at a rate of 25% per year commencing October 19, 2005.
  - (4) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
  - (5) 25% of phantom stock units granted will vest on 10/11/08, 25% will vest in November, 2008, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All units that do not vest will be forfeited.
  - (6) 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

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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.

- (7) Restricted Stock Equivalents will convert into shares of Energizer Holdings, Inc. common stock - 25% on 10/19/05, 25% on 10/19/06, 25% on 10/19/07 and 25% on 10/19/08 unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral is mandated by Energizer Holdings, Inc. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

- (8) 25% of Restricted Stock Equivalents granted will vest and convert into shares of Energizer Common Stock on 10/9/09, 25% will vest and convert into shares of Energizer Common Stock in November, 2009, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety and convert into shares of Energizer Common Stock at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All equivalents will also vest and convert into shares of Energizer Common Stock upon the reporting person's death, involuntary termination (other than for cause) or Change in Control of the Company. All equivalents that do not vest will be forfeited.

- (9) Restricted Stock Equivalents will 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.

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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