

ENERGIZER HOLDINGS INC
 Form 4
 May 15, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Hoskins Alan R.

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)
 533 MARYVILLE UNIVERSITY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/13/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRESIDENT & CEO, ENR HP

ST. LOUIS, MO 63141

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Energizer Holdings, Inc. Common Stock	05/13/2014		S	700 ⁽¹⁾ D	\$ 115.95	1,400	D
Energizer Holdings, Inc. Common Stock	05/13/2014		M	500 ⁽¹⁾ A	\$ 65.63	1,900	D
	05/13/2014		S	500 ⁽¹⁾ D	\$ 116	1,400	D

Energizer
Holdings,
Inc.
Common
Stock

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

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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)

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)
Non-Qualified Stock Option 10/12/09	\$ 65.63	05/13/2014		M	500 <u>(1)</u>	10/12/2012 ⁽²⁾ 10/11/2019	Energizer Holdings, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoskins Alan R. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			PRESIDENT & CEO, ENR HP	

Signatures

ALAN R.
HOSKINS 05/15/2014

**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) Sale of shares was made pursuant to a 10b5-1 plan.

(2) 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.

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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