

Edgar Filing: RAYOVAC CORP - Form 4/A

RAYOVAC CORP
 Form 4/A
 December 10, 2002
 FORM 4/A

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

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

OMB APPROVAL
OMB NUMBER: 3235-0287
EXPIRES:
JANUARY 31, 2005
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE ... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*

Steward	Randall	J.
(Last)	(First)	(Middle)
c/o Rayovac Corporation, 601 Rayovac Drive		
(Street)		
Madison	Wisconsin	53711
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol
 Rayovac Corporation (ROV)

3. I.R.S. Identification Number of Reporting Person, if an entity
 (Voluntary)

4. Statement for Month/Day/Year
 12/10/2002

5. If Amendment, Date of Original (Month/Day/Year)
 10/3/2002

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)
 Executive Vice President and Chief Financial Officer

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7. Individual, or Joint/Group Filing (Check Applicable Line)
[x] Form filed by One Reporting Person
[] Form filed by More than One Reporting Person

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TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,
OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)
A. Common Stock
B. Common Stock
-
2. Transaction Date (Month/Day/Year)
A. 8/19/2002
B. 10/1/2002
-
- 2A. Deemed Execution Date, if any (Month/Day/Year)
-
3. Transaction Code (Instr. 8)
A. A
B. A
-
4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
Price:
A. 24,088 (A)
B. 28,415 (A)
-
5. Amount of Securities Beneficially Owned Following Reported
Transaction(s)
(Instr. 3 and 4)
72,202
-
6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)
(D)
-
7. Nature of Indirect Beneficial Ownership (Instr. 4)
Not applicable.
-

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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)
A. Employee Stock Option (Right to Buy)
B. Employee Stock Option (Right to Buy)
-
2. Conversion or Exercise Price of Derivative Security
A. \$12.20
B. \$12.20
-
3. Transaction Date (Month/Day/Year)
A. 10/1/2002
B. 10/1/2002
-
- 3A. Deemed Execution Date, if any (Month/Day/Year)

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4. Transaction Code (Instr. 8)
A. A
B. A
-
5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)
A. Granted option to purchase 25,000 shares of Common Stock (A)
B. Granted option to purchase 25,000 shares of Common Stock (A)
-
6. Date Exercisable and Expiration Date (Month/Day/Year)
A. See Footnote (1)
B. See Footnote (2)
-
7. Title and Amount of Underlying Securities (Instr. 3 and 4)
A. Common Stock; 25,000 shares
B. Common Stock; 25,000 shares
-
8. Price of Derivative Securities (Instr. 5)
-
9. Number of Derivative Securities Beneficially Owned Following Reported
Transaction(s)
(Instr. 4)
A. 25,000
B. 25,000
-
10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)
A. Direct
B. Direct
-
11. Nature of Indirect Beneficial Ownership (Instr. 4)
A. Not applicable
B. Not applicable
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EXPLANATION OF RESPONSES:

- (1) The option vests and becomes exercisable in equal annual installments over a three-year period that commenced October 1, 2002. The option expires on October 1, 2012.
- (2) The option vests and becomes exercisable in equal annual installments over a three-year period that commenced October 1, 2002, subject to Rayovac's achievement of certain performance goals each year. If any such performance goal is not met, the unvested portion of the option will vest and become exercisable one day prior to its expiration. The option expires on October 1, 2012.

/s/ Tracy S. Wrycha, as attorney-in-fact

December 10, 2002

** SIGNATURE OF REPORTING PERSON

DATE

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

* 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).

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NOTE: FILE THREE COPIES OF THIS FORM, ONE OF WHICH MUST BE MANUALLY SIGNED. IF SPACE IS INSUFFICIENT, SEE INSTRUCTION 6 FOR PROCEDURE.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Tracy S. Wrycha his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of Rayovac Corporation (the "Company"), any and all Forms 3, 4 and 5 required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of October, 2002.

/s/ Randall J. Steward

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Signature

Randall J. Steward

Print or type name

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints James T. Lucke his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer/director of Rayovac Corporation (the "Company"), any and all Forms 3, 4 and 5 required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of August, 2002.

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/s/ Randall J. Steward

Signature

Randall J. Steward

Print or type name