ENERGIZER HOLDINGS INC

Form 4

February 17, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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SECURITIES

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CONRAD PETER J

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

ENERGIZER HOLDINGS INC

(Check all applicable)

[ENR]

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

02/16/2005

VICE PRESIDENT - HR

ENERGIZER HOLDINGS. INC., 533 MARYVILLE UNIVERSITY DRIVE

> (Street) 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

Ι

ST. LOUIS, MO 63141

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

Reported

(Instr. 3 and 4) Code V Amount (D) Price

Energizer Holdings,

Inc. Common

Stock

2,067

By 401(k)

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

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number.

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 or 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 Ar Underlying Se (Instr. 3 and 4) |
|---|---|---|---|---|--|--|--------------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stk Units in Deferred Compensation Plan CM | \$ 0 | 02/16/2005 | | I | 1,876 | <u>(1)</u> | <u>(1)</u> | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 02/16/2005 | | I | 25,225 | <u>(1)</u> | <u>(1)</u> | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option 5/08/00 | \$ 17 | | | | | 05/08/2001 | 05/07/2010 | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option 10/19/04 | \$ 46.13 | | | | | 10/19/2005(2) | 10/18/2014 | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Executive Savings Investment Plan | \$ 0 | | | | | <u>(1)</u> | <u>(1)</u> | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalent 10/19/04 | \$ 0 | | | | | (3) | (3) | Energizer Holdings, Inc. Common Stock |
| | \$0 | | | | | <u>(4)</u> | <u>(4)</u> | |

Restricted Stock Equivalents 5/19/03 Energizer
Holdings,
Inc.
Common
Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CONRAD PETER J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

VICE PRESIDENT - HR

Signatures

PETER J. 02/17/2005

**Signature of Date
Reporting Person

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) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
- 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.
- 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 forfeture 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3