#### SESCLEIFER DANIEL J

Form 4

November 23, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

**OMB APPROVAL** 

Number:

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January 31,

2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

**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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SESCLEIFER DANIEL J

ENERGIZER HOLDINGS INC

(Check all applicable)

**EXECUTIVE VICE PRESIDENT & CFO** 

[ENR]

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

(Month/Day/Year)

11/22/2005

below)

ENERGIZER HOLDINGS. INC., 533 MARYVILLE UNIVERSITY DRIVE

(Street)

(First)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

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)

5. Amount of Securities Beneficially Owned

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

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

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

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Sect (Instr. 3 and 4)
				Code V	(A) (D)	) Date Exercisable	Expiration Date	Title A
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/22/2005		A	2,192	<u>(1)</u>	<u>(1)</u>	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	11/22/2005		A	8,769	(2)	(2)	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625					11/20/2001	11/19/2010	Energizer Holdings, Inc. 4 Common Stock
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 <u>(3)</u>	10/18/2014	Energizer Holdings, Inc. 1 Common Stock
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005(4)	09/22/2012	Energizer Holdings, Inc. 5 Common Stock
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock
Phantom Units in DCP - Performance	\$ 0					<u>(5)</u>	<u>(2)</u>	Energizer Holdings, Inc. 1 Common Stock

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Restricted Stock Equivalent 10/19/04	\$ 0	<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 5/19/03	\$ 0	<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. 2 Common Stock

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SESCLEIFER DANIEL J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

EXECUTIVE VICE PRESIDENT & CFO

### **Signatures**

DANIEL J.

SESCLEIFER 11/23/2005

\*\*Signature of Reporting Date

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) Company match on deferrals of 2005 bonus payments into Energizer phantom stock units in Deferred Compensation Plan vests 3 years from grant, provided matched deferral remains in units for a period of one year.
- (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.
- 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 10 and 15%). All units that do not vest will be forfeited.
- 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.

Reporting Owners 3

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