KLEIN WARD M Form 4

January 04, 2006

FORM 4

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

OMB Number: 3235-0287

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

OMB APPROVAL

January 31,

2005

Form 4 or Form 5 obligations may continue.

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)

See Instruction

1. Name and Address of Reporting Person * KLEIN WARD M			2. Issuer Name and Ticker or Trading Symbol ENERGIZER HOLDINGS INC [ENR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	ER HOLDINGS, MARYVILLE	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2006				Director 10% Owner Officer (give title Other (specify below) CHIEF EXECUTIVE OFFICER		
ST. LOUIS,	(Street)			ndment, Dai th/Day/Year)	_		6. Individual or Applicable Line) _X_ Form filed by Person		Person
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurities Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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)
Energizer Holdings, Inc. Common Stock				Code	. Iniouni	(S) The	13,517	D	
Energizer Holdings, Inc. Common Stock							5,292	I	By 401(k)

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Energizer Holdings, Inc. Common Stock	800	I	Immediate Family
Energizer Holdings, Inc. Common Stock	17,523	I	by Spouse

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)	Deriv Secur Acqu (A) o Dispo	vative rities hired or cosed o) :. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Phantom Stock Units in Deferred Compensation Plan	\$ 0	01/01/2006		I		191 (1)	(2)	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	
Non-Qualified Stock Option 11/20/00	\$ 21.0625						11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock	50
Non-Qualified Stock Option 5/08/00	\$ 17						05/08/2001	05/07/2010	Energizer Holdings, Inc. Common Stock	12
Non-Qualified	\$ 49.18						01/14/2006(3)	01/13/2015	Energizer	45

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Stock Option 1/14/05				Holdings, Inc. Common Stock	
Non-Qualified Stock Option 1/26/04	\$ 42.9	01/26/2005(4)	01/25/2014	Energizer Holdings, Inc. Common Stock	10
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock	4
Phantom Stock Units in Executive Savings Investment Plan	\$ 0	<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	2
Phantom Units in DCP - Performance	\$ 0	<u>(6)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	10
Restricted Stock Equivalents	\$ O	<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. Common Stock	30
Restricted Stock Equivalents 1/14/05	\$ O	<u>(8)</u>	<u>(8)</u>	Energizer Holdings, Inc. Common Stock	22
Restricted Stock Equivalents 5/19/03	\$ 0	<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. Common Stock	20

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		

Reporting Owners 3

KLEIN WARD M ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

CHIEF EXECUTIVE OFFICER

Signatures

WARD M. 01/04/2006 KLEIN

**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) In-service distribution elected by Reporting Person three years before actual distribution.
- (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (3) Exercisable at the rate of 25% per year commencing 1/14/06.
- (4) Exercisable at a rate of 20% per year commencing 1/26/05.
- (5) 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.
- 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 Common Stock three years from the date of grant unless Reporting (7) 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 terminates employment within three years of grant.
- Restricted Stock Equivalents will convert into shares of Energizer Holdings, Inc. common stock 25% on 1/14/06, 25% on 1/14/07, 25% on 1/14/08 and 25% on 1/14/09. 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.

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