

STIRITZ WILLIAM P
Form 4
February 07, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
STIRITZ WILLIAM P

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

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)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Energizer Holdings, Inc. Common Stock	02/03/2006		G	V 5,600 D \$ 0	2,409,700	D	
Energizer Holdings, Inc. Common Stock					521,357	I	by Spouse

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option 5/08/00	\$ 17					05/08/2001	05/07/2010	Energizer Holdings, Inc. Common Stock	500
Phantom Stock Units in Deferred Compensation Plan	\$ 0					(1)	(1)	Energizer Holdings, Inc. Common Stock	12
Restricted Stock Equivalents	\$ 0					(2)	(2)	Energizer Holdings, Inc. Common Stock	130
Variable Forward Contract (3)	(4)					(4)	02/24/2010(4)	Energizer Holdings, Inc. Common Stock	1,000
Variable Forward Contract	(5)					(5)	08/27/2012	Energizer Holdings, Inc. Common Stock	500
Variable Forward	(6)					(6)	08/31/2012	Energizer Holdings, Inc. Common Stock	500

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William and Susan Stiritz each entered into a variable forward contract ("VFC") with Credit Suisse First Boston Capital LLC ("CSFBC LLC") and Credit Suisse First Boston LLC. Under the VFCs, CSFBC LLC sold an aggregate of 750,000 shares of common stock of Energizer Holdings, Inc. ("Common Stock") into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended. The VFCs provide that on August 27, 2012, William and Susan Stiritz will deliver, in the aggregate, a number of Common Shares to CSFBC LLC (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is less than the downside floor, a delivery of 750,000 Common Shares; and (b) if the settlement price is equal to or greater than the downside floor, a delivery of between 438,596 and 750,000 Common Shares (subject to adjustment for capital restructurings), dependent upon the settlement price.

- William and Susan Stiritz each entered into a variable forward contract ("VFC") with Credit Suisse First Boston Capital LLC ("CSFBC LLC") and Credit Suisse First Boston LLC. Under the VFCs, CSFBC LLC sold an aggregate of 750,000 shares of common stock of Energizer Holdings, Inc. ("Common Shares") into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended. The VFCs provide that on August 31, 2012, William and Susan Stiritz will deliver, in the aggregate, a number of Common Shares to CSFBC LLC (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is less than the downside floor, a delivery of 750,000 Common Shares; and (b) if the settlement price is equal to or greater than the downside floor, a delivery of between 432,028 and 750,000 Common Shares (subject to adjustment for capital restructurings), dependent upon the settlement price.
- (7) The reporting person expressly disclaims beneficial ownership of these securities; 250,000 of these shares are committed for use in a variable forward contract dated 1/28/05.
- (8) The reporting person expressly disclaims beneficial ownership of these securities; 250,000 of these shares are committed for use in a variable forward contract dated 2/2/05.

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.