STRATMAN Form 4	N GAYLE G								
December 02,							0145.4		
FORM	4 UNITED ST	<b>FATES SECUR</b>	ITIES AN	ND EXC	HANGE (	COMMISSION		PPROVAL	
Check this	box	Was	hington,	D.C. 205	49		Number:	3235-0287 January 31,	
if no longer subject to Section 16. Form 4 or	sr <b>STATEMI</b>	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							
Form 5 obligations may contir <i>See</i> Instruc 1(b).	Section 17(a)								
(Print or Type Re	esponses)								
1. Name and Ad STRATMAN	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol ENERGIZER HOLDINGS INC				5. Relationship of Reporting Person(s) to Issuer			
		ENERG [ENR]	IZER HO	LDINGS	INC	(Chec	(Check all applicable)		
(Last)		(Month/D	(Wonth/Day/Tear) below)			Director X Officer (give below)	ve title 10% Owner below)		
ENERGIZER INC., 533 MA UNIVERSIT		11/30/20	010			VP, GEN	IERAL COUN	SEL	
	(Street)	4. If Ame	ndment, Dat	e Original		6. Individual or Jo	oint/Group Filin	ng(Check	
ST. LOUIS, I	MO 63141	Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by 0 Form filed by M			
(City)	(State) (Z	<sup>Zip)</sup> Tabl	e I - Non-De	erivative S	ecurities Acc	Person quired, Disposed of	, or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed	3.	4. Securit onAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Energizer Holdings, Inc. Common Stock			Code V	Amount	(D) Price		D		
Energizer Holdings, Inc. Common Stock						3,461	I	By 401(k)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control 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. Transacti Code (Instr. 8)	orDerivati Securiti	ve es d (A) osed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 an
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/30/2010		A	1,481		<u>(1)</u>	(2)	Energize Holding Inc. Commo Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/30/2010		F		21 ( <u>3</u> )	<u>(2)</u>	<u>(2)</u>	Energize Holding Inc. Commo Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	11/30/2010		A	5,925		<u>(4)</u>	<u>(2)</u>	Energize Holding Inc. Commo Stock
Non-Qualified Stock Option 10/12/09	\$ 65.63						10/12/2012 <u>(5)</u>	10/11/2019	Energize Holding Inc. Commo Stock
Non-Qualified Stock Option 10/19/04	\$ 46.13						10/19/2005 <u>(6)</u>	10/18/2014 <u>(6)</u>	Energize Holding Inc. Commo Stock
Phantom Stock Units in Executive	\$ 0						(2)	(2)	Energize Holding Inc.

	0 0			
Savings Investment Plan				Commo Stock
Restricted Stock Equilvalents 2/6/09	\$ 0	(7)	<u>(7)</u>	Energize Holding Inc. Commo Stock
Restricted Stock Equiv. 11/1/10 PB	\$ 0	(8)	<u>(8)</u>	Energize Holding Inc. Commo Stock
Restricted Stock Equiv. 11/1/10 TB	\$ 0	<u>(9)</u>	<u>(9)</u>	Energize Holding Inc. Commo Stock
Restricted Stock Equivalent 10/10/07	\$ 0	<u>(10)</u>	(10)	Energize Holding Inc. Commo Stock
Restricted Stock Equivalent 10/12/09 PB	\$ 0	(11)	(11)	Energize Holding Inc. Commo Stock
Restricted Stock Equivalent 10/12/09 TB	\$ 0	<u>(12)</u>	(12)	Energize Holding Inc. Commo Stock
Restricted Stock Equivalent 10/13/08	\$ 0	(13)	(13)	Energize Holding Inc. Commo Stock
Restricted Stock Equivalent 10/19/04	\$ 0	(14)	(14)	Energize Holding Inc. Commo Stock
Restricted Stock Equivalents	\$ 0	05/19/2006 <u>(15)</u>	05/19/2012(15)	Energize Holding Inc.

5/19/03

## **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Director 10% Owner Officer

Other

Commo Stock

STRATMANN GAYLE G ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

VP, GENERAL COUNSEL

# Signatures

GAYLE G. STRATMANN

\*\*Signature of Reporting Person Date

12/02/2010

## **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).

Company match on deferrals of 2010 bonus payment into Energizer phantom stock units in Deferred Compensation Plan vest 3 years
 from grant, provided matched deferrals remain in units for a period of one year. In accordance with the terms of the Plan, the initial value of the units is the closing price of ENR Common Stock on November 15th of the year units are credited.

- (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (3) Mandatory tax withholding on vesting of 2007 Company match.
- (4) Deferral of Reporting Person's annual 2010 cash bonus into Energizer phantom stock units in Deferred Compensation Plan.
- (5) 100% exercisable on October 12, 2012 as long as Recipient is still employed on said date. Options will also become exercisable upon the Recipient's death or disability, and in the event of a change of control of the Company occurring on or after November 1, 2011.
- (6) Exercisable at a rate of 25% per year commencing October 19, 2005.

Vesting of performance RSEs granted 2/6/09 was contingent upon achievement of Company and individual performance goals for fiscal year 2009. Following fiscal year end, 2,674 equivalents vested and were deferred until retirement in accordance with Reporting Person's deferral election. The remaining 6,529 equivalents were forfeited in accordance with the terms of the performance award.

12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2013, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/10 and 9/30/13, proportionately increasing in 1/10th of 1% increments up to

(8) 100% of the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.

Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/1/2013 as long as Recipient
(9) is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control of the Company.

25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/10/10. An additional 5% will vest and convert into shares of ENR Common Stock in November, 2010, only if CAGR in earnings per share equals or exceeds 8% for the period between 9/30/07 and 9/30/10; that percentage will be 15% if CAGR for the period equals or exceeds 9%, and 25% if

(10) CAGR for the period equals or exceeds 10%. The remaining 50% of RSE granted will vest in its entirety and convert into shares of ENR Common Stock only if CAGR for the period equals or exceeds 15% (with incremental vesting between 11% and 15%). All RSE will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.

12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2012, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/09 and 9/30/12, proportionately increasing in 1/10th of 1% increments up to

(11) 100% of the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.

Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 as long as(12) Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control of the Company.

25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR common stock on 10/13/2011. An additional 5% will vest and convert into shares of ENR common stock in November, 2011, only if CAGR in EPS equals or exceeds 8% for the period between 0/20/08 and 0/20/11 properties in 1/10th of 1% increments up to 75% of the DSEs granted if

(13) for the period between 9/30/08 and 9/30/11, proportionately increasing in 1/10th of 1% increments up to 75% of the RSEs granted if 15% CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.

Restricted Stock Equivalents would otherwise have converted 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 but Reporting Person elected to defer conversion until retirement or other

(14) 25% on 10/19/00, 25% on 10/19/07 and 25\% on 10/19/07 and 2

Restricted Stock Equivalents 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 Parson electe to defer conversion until retirement or other termination or unless deferred of conversion is mendeted

(15) 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.