#### KLEIN JOHN EDDY

Form 4

December 07, 2010

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

**OMB APPROVAL OMB** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 \*

KLEIN JOHN EDDY

2. Issuer Name and Ticker or Trading Symbol

**ENERGIZER HOLDINGS INC** [ENR]

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Last)

(City)

Common Stock

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

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

3115 RIVERMONT AVENUE 12/03/2010

(Zip)

(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

Person

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

below)

Issuer

LYNCHBURG, VA 24503

(State)

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Form: Owned (D) or Following Indire	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Energizer			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Holdings, Inc.	12/03/2010		S	4,101 D \$ 72.49	4,399	I	by Trust

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and 4	Securities	8 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units in Deferred Compensation Plan	\$ 0					(1)	<u>(1)</u>	Energizer Holdings, Inc. Common Stock	15,129	
Restricted Stock Equivalents	\$ 0					(2)	(2)	Energizer Holdings, Inc. Common Stock	10,000	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KLEIN JOHN EDDY 3115 RIVERMONT AVENUE X LYNCHBURG, VA 24503

### **Signatures**

JOHN E. KLEIN 12/07/2010

\*\*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 Service on the Board of Directors of Energizer Holdings, Inc.
- (2) Restricted stock equivalents are vested and will convert into shares of Energizer Common Stock upon Reporting Person's retirement or other termination of service on the Board.

Reporting Owners 2

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