

LaVigne Mark Stephen
 Form 4
 December 12, 2012

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LaVigne Mark Stephen

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)
 ENERGIZER, 533 MARYVILLE
 UNIVERSITY DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/10/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, GENERAL COUNSEL & SECY

ST. LOUIS, MO 63141

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

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--|---|-------------------------|--------------------|---|------------------|------------------|---------------------|--------------------|---|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Equiv. 12/10/12 PB | \$ 0 | 12/10/2012 | A | | 9,256 | | <u>(1)</u> | <u>(1)</u> | Energizer Holdings, Inc. Common Stock | 9,256 |
| Restricted Stock Equiv. 12/10/12 TB | \$ 0 | 12/10/2012 | A | | 3,967 | | <u>(2)</u> | <u>(2)</u> | Energizer Holdings, Inc. Common Stock | 3,967 |
| Phantom Stk Units in Deferred Compensation Plan CM | \$ 0 | | | | | | <u>(3)</u> | <u>(3)</u> | Energizer Holdings, Inc. Common Stock | 831 |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | | | | | | <u>(3)</u> | <u>(3)</u> | Energizer Holdings, Inc. Common Stock | 3,253 |
| Restricted Stock Equivalent 10/18/10 PB | \$ 0 | | | | | | <u>(4)</u> | <u>(4)</u> | Energizer Holdings, Inc. Common Stock | 9,300 |
| Restricted Stock Equivalent 10/18/10 TB | \$ 0 | | | | | | <u>(5)</u> | <u>(5)</u> | Energizer Holdings, Inc. Common Stock | 3,986 |
| Restricted Stock Equivalent 11/7/11 PB | \$ 0 | | | | | | <u>(6)</u> | <u>(6)</u> | Energizer Holdings, Inc. Common Stock | 8,440 |
| | \$ 0 | | | | | | <u>(7)</u> | <u>(7)</u> | | 3,618 |

| | | | | | |
|---|------|--|-----|-----|---|
| Restricted Stock Equivalent 11/7/11 TB | | | | | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalents 3/1/10 | \$ 0 | | (8) | (8) | Energizer Holdings, Inc. Common Stock 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LaVigne Mark Stephen ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141 | | | VP, GENERAL COUNSEL & SECY | |

Signatures

MARK S.
LAVIGNE 12/11/2012

**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) Performance Restricted Stock Equivalents (PSE) granted will vest in three years, subject to achievement of applicable performance criteria, as long as Recipient is still employed with the Company. All PSE will also vest and convert upon the Reporting Person's death. 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.
- (2) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/5/2015 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death, or in the event of a change of control of the Company.
- (3) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc. 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 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.
- (5) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/18/2013 as long as 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.
- (6) 16.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2014, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/11 and 9/30/14, proportionately increasing in 1/10th of 1% increments up to 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.

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(7) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/7/2014 as long as 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.

(8) Five Hundred (500) equivalents vest on March 1, 2013 and 500 on March 1, 2014. Equivalents are subject to forfeiture if Reporting Person voluntarily or involuntarily terminates employment prior to conversion dates, other than upon death, disability or change in control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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