

ENERGIZER HOLDINGS INC  
Form 4  
October 15, 2013

**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 \*  
Davis Brandon 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)

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

VP Global Bus. Transformation

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 Indirect Beneficial Ownership (Instr. 4) |           |
|---------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------|
|                                       |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |           |
|                                       |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                                       |           |
| Energizer Holdings, Inc. Common Stock | 10/14/2013                           |                                                    | M                              | 625                                                               | A                                                                                             | \$ 0                                                     | 625                                                   | D         |
| Energizer Holdings, Inc. Common Stock | 10/14/2013                           |                                                    | F                              | 242                                                               | D                                                                                             | \$ 93.68                                                 | 383                                                   | D         |
|                                       |                                      |                                                    |                                |                                                                   |                                                                                               | 133                                                      | I                                                     | By 401(k) |

Energizer  
Holdings,  
Inc.  
Common  
Stock

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.**

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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Equivalent 10/12/09 TB    | \$ 0                                                   | 10/14/2013                           |                                                    | M                              | 625                                                                                     | (1) (1)                                                  | Energizer Holdings, Inc. Common Stock                         | 625 \$                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                               |       |
|---------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                           | Director      | 10% Owner | Officer                       | Other |
| Davis Brandon P.<br>533 MARYVILLE UNIVERSITY DRIVE<br>ST. LOUIS, MO 63141 |               |           | VP Global Bus. Transformation |       |

## Signatures

BRANDON P.  
DAVIS  
10/15/2013

\*\*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) Six Hundred Twenty-Five (625) equivalents will vest on October 12, 2013. Equivalents are subject to forfeiture if Reporting Person voluntarily or involuntarily terminates employment prior to conversion date, 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.

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.