ENERGIZER HOLDINGS INC

Form 4

August 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SESCLEIFER DANIEL J			Symbol ENERGIZER HOLDINGS INC [ENR]					Issuer (Check all applicable)			
(Last) (First) (Middle) ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 08/04/2014				bel	Director 10% Owner Selection Other (specify below) EXECUTIVE VICE PRESIDENT & CFO			
(Street) ST. LOUIS, MO 63141			Filed(Month/Day/Year)				Ap _X —	6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting			
		(State)	(7in)						rson		
	(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of, o	or Beneficiall	y Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securit or Disposed (Instr. 3, 4)	of (D))	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)
	Energizer Holdings, Inc. Common Stock	08/04/2014			M	25,000	A	\$ 65.63	42,821	D	
	Energizer Holdings, Inc. Common Stock	08/04/2014			S	25,000	D	\$ 116.8741 (1)	17,821	D	

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

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)	4. 5. Number o TransactiorDerivative Code Securities (Instr. 8) Acquired (A or Disposed (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		7. Title and Ai Underlying Se (Instr. 3 and 4)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 10/12/09	\$ 65.63	08/04/2014	M	25,000	10/12/2012(2)	10/11/2019	Energizer Holdings, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SESCLEIFER DANIEL J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

EXECUTIVE VICE PRESIDENT & CFO

Signatures

DANIEL J.

SESCLEIFER 08/06/2014

**Signature of Reporting Date

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).
- In accordance with SEC guidance authorizing aggregate reporting of same-day, same-way open market purchases and sales, the shares (1) were sold at a price range between \$115.99 and \$117.31. Upon request, full information regarding the number of shares sold at each separate price will be provided.
- (2) 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.

Reporting Owners 2

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

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.