ENERGIZER HOLDINGS INC

Form 4/A

August 11, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

1. Name and Address of Reporting Person *

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

ENERGIZER HOLDINGS INC

Symbol

[ENR]

1(b).

(Print or Type Responses)

SESCLEIFER DANIEL J

See Instruction

INC., 533 N	(First) ER HOLDINGS MARYVILLE ITY DRIVE	(Middle)		Day/Year)	Fransaction	n	be	Director X Officer (give ti low) EXECUTIVE VI	tleOtherbelow)	Owner r (specify NT & CFO
ST. LOUIS	(Street) 5, MO 63141 (State)	(Zip)	Filed(Mo 08/07/2	onth/Day/Ye 2014			Ap _X — Pe	Individual or Join opticable Line) (_ Form filed by On _ Form filed by Morson ed, Disposed of,	e Reporting Per re than One Rep	rson porting
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any		Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or		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	08/05/2014			S	2,816	D	\$ 116.211 (1)	15,005	D	
Energizer Holdings, Inc. Common Stock	08/06/2014			S	6,501	D	\$ 116.5626	8,504	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration Da	ate	Amou	ınt of	Derivative	
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) 1	Derivative	•		Secur	ities	(Instr. 5)	
	Derivative					Securities			(Instr.	3 and 4)		
	Security				1	Acquired						
	_				((A) or						
]	Disposed						
					(of (D)						
					((Instr. 3,						
					4	4, and 5)						
										Amount		
							Date	Expiration	m: d	or		
							Exercisable	Date	Title Nun			
				G 1		(A) (B)				of		
				Code	V ((A) (D)				Shares		

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 08/11/2014

**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 \$116.00 and \$116.36. Upon request, full information regarding the number of shares sold at each separate price will be provided.
- In accordance with SEC guidance authorizing aggregate reporting of same-day, same-way open market purchases and sales, the shares (2) were sold at a price range between \$116.23 and \$117.00. Upon request, full information regarding the number of shares sold at each separate price will be provided.

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

Reporting Owners 2

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