#### **ENERGIZER HOLDINGS INC**

Form 4/A August 11, 2014

# FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB 3235-0287 Number:

if no longer subject to Section 16.

Check this box

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

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 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

burden hours per 0.5 response...

See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

	Address of Report ER DANIEL J	_	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
			ENERGIZER HOLDINGS INC [ENR]	(Check all applicable)				
(Last) (First) (Middl		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify				
ENERGIZE	ER HOLDING	S,	08/05/2014	below) below) EXECUTIVE VICE PRESIDENT & CFO				
INC., 533 N	MARYVILLE			EXECUTIVE VICETIAESIDENT & CI O				
UNIVERSI	TY DRIVE							
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line)				
			08/07/2014	_X_ Form filed by One Reporting Person				
ST. LOUIS	, MO 63141			Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned				
1.Title of	2. Transaction D	ate 2A. Deem	ned 3. 4. Securities Acquired (A	A) 5. Amount of 6. 7. Nature of				

` 17	Table 1 - 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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of 4 and	` '	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Energizer Holdings, Inc. Common Stock	08/05/2014		S		D	\$ 116.211 (1)	15,005	D	
Energizer Holdings, Inc. Common Stock	08/06/2014		S	6,501	D	\$ 116.5626 (2)	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.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	) Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	I(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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