ENERGIZER HOLDINGS INC

Form 4

September 02, 2014

FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	Washington, D.C. 20549								3235-0287			
Check the if no lone subject to Section Form 4 of Form 5 obligation may con See Institution [16].	sger start of the	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							January 31, 2005 verage s per 0.5			
(Print or Type	Responses)											
1. Name and Address of Reporting Person * HATFIELD DAVID 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) ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 08/28/2014				Director 10% Owner Other (specify below) below) PRES & CEO, ENR PERSONAL CARE					
et i Oine	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting							
	, MO 63141					Pe	erson					
(City)	(State)	(Zip)	Tal	ble I - Non	n-Derivative Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned			
1.Title of Security (Instr. 3)	2. Transaction Day/Yea			3. Transact Code	4. Securities AdiorDisposed of (D) (Instr. 3, 4 and)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	ities Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	TransactionDispos		urities Acquired (A) or sed of (D) 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Energizer			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Holdings, Inc. Common Stock	08/28/2014		M	20,000	A	\$ 65.63	25,799	D	
Energizer Holdings, Inc. Common Stock	08/28/2014		S	20,000	D	\$ 121.3421 (1)	5,799	D	

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Energizer Holdings,

Inc. $409 I \frac{By}{401(k)}$

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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Ar Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Se Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4,

Date Exercisable Expiration Title

Code V (A) (D)

and 5)

Energizer

Non-Qualified Stock Option \$ 65.63 08/28/2014 M 20,000 10/12/20 Holdings, Inc.

Stock Option \$ 65.63 08/28/2014 M 20,000 10/12/2012(2) 10/11/2019 10/12/09

Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HATFIELD DAVID P ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST LOUIS, MO 63141

PRES & CEO, ENR PERSONAL CARE

Signatures

DAVID P.

HATFIELD 08/29/2014

**Signature of Date
Reporting Person

Reporting Owners 2

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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 \$121.27 and \$121.52. 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.

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.