

LaVigne Mark Stephen
Form 4
December 12, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LaVigne Mark Stephen

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, 533 MARYVILLE
UNIVERSITY DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2012

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP, GENERAL COUNSEL & SECY

(Street)
ST. LOUIS, MO 63141

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
Person

(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)			
			Code	V	Amount		Price

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Equiv. 12/10/12 PB	\$ 0	12/10/2012	A		9,256		<u>(1)</u>	<u>(1)</u>	Energizer Holdings, Inc. Common Stock	9,256
Restricted Stock Equiv. 12/10/12 TB	\$ 0	12/10/2012	A		3,967		<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock	3,967
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0						<u>(3)</u>	<u>(3)</u>	Energizer Holdings, Inc. Common Stock	831
Phantom Stock Units in Deferred Compensation Plan	\$ 0						<u>(3)</u>	<u>(3)</u>	Energizer Holdings, Inc. Common Stock	3,253
Restricted Stock Equivalent 10/18/10 PB	\$ 0						<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock	9,300
Restricted Stock Equivalent 10/18/10 TB	\$ 0						<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock	3,986
Restricted Stock Equivalent 11/7/11 PB	\$ 0						<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock	8,440
	\$ 0						<u>(7)</u>	<u>(7)</u>		3,618

Restricted
Stock
Equivalent
11/7/11 TB

Energizer
Holdings,
Inc.
Common
Stock

Restricted
Stock
Equivalents
3/1/10

\$ 0

(8)

(8)

Energizer
Holdings,
Inc.
Common
Stock

1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LaVigne Mark Stephen ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			VP, GENERAL COUNSEL & SECY	

Signatures

MARK S.
LAVIGNE

12/11/2012

**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) Performance Restricted Stock Equivalents (PSE) granted will vest in three years, subject to achievement of applicable performance criteria, as long as Recipient is still employed with the Company. All PSE will also vest and convert upon the Reporting Person's death. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.

(2) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/5/2015 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death, or in the event of a change of control of the Company.

(3) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.

(4) 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2013, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/10 and 9/30/13, proportionately increasing in 1/10th of 1% increments up to 100% of the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.

(5) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/18/2013 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control.

(6) 16.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2014, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/11 and 9/30/14, proportionately increasing in 1/10th of 1% increments up to 100% of the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.

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- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/7/2014 as long as Recipient is
- (7) still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control of the Company.

- Five Hundred (500) equivalents vest on March 1, 2013 and 500 on March 1, 2014. Equivalents are subject to forfeiture if Reporting
- (8) Person voluntarily or involuntarily terminates employment prior to conversion dates, 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.

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