

RAYOVAC CORP

Form 4

February 11, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BILLER KENNETH V

(Last) (First) (Middle)

**C/O RAYOVAC
CORPORATION, 6 CONCOURSE
PARKWAY, SUITE 3300**

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RAYOVAC CORP [ROV]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Executive VP, Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/09/2005		M		8,250	A	\$ 12.2	102,179	D
Common Stock	02/09/2005		M		8,500	A	\$ 14.5	110,679	D
Common Stock	02/09/2005		M		25,000	A	\$ 14.5	135,679	D
Common Stock	02/09/2005		M		8,250	A	\$ 12.2	143,929	D
Common Stock	02/09/2005		M		11,187	A	\$ 14.5	155,116	D

Edgar Filing: RAYOVAC CORP - Form 4

Common Stock	02/09/2005	S	50,000	D	\$ 38.88	105,116	D	
Common Stock	02/09/2005	S	11,187	D	\$ 38.83	93,929	D	
Common Stock						4,580.2895	I	401(k) Plan ⁽¹⁾

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.2	02/09/2005		M	8,250	11/10/2004 10/01/2012	Common Stock 8,250
Employee Stock Option (right to buy)	\$ 14.5	02/09/2005		M	8,500	11/10/2004 10/01/2011	Common Stock 8,500
Employee Stock Option (right to buy)	\$ 14.5	02/09/2005		M	25,000	<u>(2)</u> 11/07/2010	Common Stock 25,000
Employee Stock Option (right to buy)	\$ 12.2	02/09/2005		M	8,250	10/01/2004 10/01/2012	Common Stock 8,250

Employee

Stock

Option
(right to
buy)

\$ 14.5

02/09/2005

M

11,187

(3)

11/07/2010

Common
Stock

11,187

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

BILLER KENNETH V
C/O RAYOVAC CORPORATION
6 CONCOURSE PARKWAY, SUITE 3300
ATLANTA, GA 30328

Executive VP, Operations

Signatures

Tracy S. Wrycha, as
attorney-in-fact

02/11/2005

**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) The reporting person holds a total of 4,580.2895 shares through the Rayovac Corporation 401(k) Retirement Savings Plan as of February 9, 2005.
- (2) 8,250 shares of the option vested and became exercisable on October 1, 2002 and the remaining 16,750 shares of the option vested and became exercisable on October 1, 2003.
- (3) 5,650 shares of the option vested and became exercisable on October 1, 2001; 8,250 shares of the option vested and became exercisable on October 1, 2002; and the remaining 8,500 shares of the option vested and became exercisable on October 1, 2003.

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.