

Spectrum Brands Holdings, Inc.
 Form 4
 December 03, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Martin Douglas L

2. Issuer Name and Ticker or Trading Symbol
 Spectrum Brands Holdings, Inc.
 [SPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY

(Street)

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

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

MIDDLETON, WI 53562

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/01/2015		M	7,754	A (1) (2) 24,640	D	
Common Stock	12/01/2015		F	4,653 (3)	D \$ 95.25 19,987	D	
Common Stock	12/01/2015		A	5,768	A (4) 25,755	D	
Common Stock	12/01/2015		F	3,461 (5)	D \$ 95.25 22,294	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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(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 (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)	8. Amount or Number of Shares
Performance Rights ⁽⁶⁾	<u>(1)</u> <u>(2)</u>	12/01/2015		M	7,554	<u>(1)</u> <u>(2)</u> <u>(1)</u> <u>(2)</u>	Common Stock	7,554

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Douglas L C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562			EVP and CFO	

Signatures

/s/ Nathan E. Fagre, attorney-in-fact 12/03/2015

 **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) 96.6% of the performance rights granted on December 15, 2014 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan ("2015 EIP Award") were earned as of December 1, 2015, and one-half of such performance rights, representing the 2015 EIP Performance Award portion of Mr. Martin's 2015 EIP Award, settled for 7,754 shares of the Issuer's common stock.
 - (2) In addition, 7,754 shares, representing the 2015 EIP Service Award portion of Mr. Martin's 2015 EIP Award, will vest on December 1, 2016, if Mr. Martin remains employed by the Issuer on such first anniversary. Mr. Martin shall also be eligible to receive up to 5,619 additional shares, representing the 2015 EIP Additional Award portion of Mr. Martin's 2015 EIP Award, based on the Issuer exceeding by a certain percentage the 2015 adjusted EBITDA and 2015 FCF targets for the fiscal year ended September 30, 2015. The 2015 EIP

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Additional Award will vest on December 1, 2016 if Mr. Martin remains employed by the Issuer as of such date and if the Issuer's 2016 adjusted EBITDA and free cash flow results are equal to or greater than the comparable results for 2015.

- (3) These shares of the Issuer's common stock were surrendered to satisfy Mr. Martin's tax withholding obligation upon the vesting and settling of performance rights of the 2015 EIP Performance Award portion of Mr. Martin's 2015 EIP Award.
- (4) The shares represent the cash value of the Management Incentive Award under the Issuer's 2015 Management Incentive Plan.
- (5) These shares of the Issuer's common stock were surrendered to satisfy Mr. Martin's tax withholding requirements resulting from the grant of his Management Incentive Award.
- (6) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

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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