

Edgar Filing: RAYOVAC CORP - Form 4

RAYOVAC CORP
 Form 4
 August 15, 2002

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

/X/ Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 (Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
 Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. R
 Thomas H. Lee Equity Fund III, L.P. Rayovac Corporation (ROV)

(Last) (First) (Middle) 3. IRS or Social Security Number of Reporting Person, (Voluntary) 4. Statement for Month/Year August 2002
 c/o Thomas H. Lee Partners, L.P.
 75 State Street
 (Street)
 Boston MA 02109
 5. If Amendment, Date of Original (Month/Year) /X/

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Di

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon (In and
		Code V	Amount (A) or (D) Price	

Common Stock, par value \$.01 per share	08/13/02	J(1)	4,207,900 D	
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, SEE Instruction 4(b) (v).

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FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficial
(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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
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Code	V	(A)	(D)
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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares			

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Explanation of Responses:

- (1) The Reporting Person issued a pro rata distribution of common stock of the Issuer to its respective general and limited partners.

/s/ Scott A. Schoen

**Intentional misstatements or omissions of facts constitute
Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Repo

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.