

MULCAHY J PATRICK
Form 4
January 27, 2005

FORM 4

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

OMB APPROVAL

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

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 *
MULCAHY J PATRICK

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)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

ENERGIZER HOLDINGS,
INC., 533 MARYVILLE
UNIVERSITY DRIVE

(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

ST. LOUIS, MO 63141

(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) Code V Amount (D) Price			
Energizer Holdings, Inc. Common Stock					299,232	D	
Energizer Holdings, Inc. Common Stock					28,983	I	By 401(k)

Energizer Holdings, Inc. Common Stock 12,611 I by Spouse

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 Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Restricted Stock Equivalent 1/25/05	\$ 0	01/25/2005		A	10,000 (1)	(2) (2)		Energizer Holdings, Inc. Common Stock	10,000
Non-Qualified Stock Option 5/08/00	\$ 17					05/08/2001 05/07/2010		Energizer Holdings, Inc. Common Stock	50,000
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					(3) (3)		Energizer Holdings, Inc. Common Stock	10,000
Phantom Stock Units in Deferred Compensation Plan	\$ 0					(4) (4)		Energizer Holdings, Inc. Common Stock	10,000
Phantom Stock Units in Executive	\$ 0					(5) (4)		Energizer Holdings, Inc.	9,000

Savings Investment Plan					Common Stock
Restricted Stock Equivalents	\$ 0		<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MULCAHY J PATRICK ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141	X		CHIEF EXECUTIVE OFFICER	

Signatures

J. PATRICK
MULCAHY

01/26/2005

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).

The grant of restricted stock equivalents was issued as consideration for Reporting Person's covenant not to compete with the issuer for a period of 5 years following his retirement as chief executive officer. The award will vest and convert into shares of Energizer Common

- (1) Stock on January 25, 2010, but will be forfeited if, prior to that date, the Reporting Person engages in conduct which is in violation of the covenant not to compete. The award will, however, immediately vest upon the death or disability of the Reporting Person, and upon a change in control of the issuer.
- (2) Restricted Stock Equivalent will vest and convert into Energizer Holdings, Inc. common stock on January 25, 2010.
- (3) Company match on deferrals into Energizer phantom stock units in Deferred Compensation Plan vests 3 years from grant, provided matched deferral remains in units for a period of one year.
- (4) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (5) Not Applicable.

Restricted stock equivalents will convert into shares of Energizer Common Stock three years from the date of grant unless Reporting

- (6) Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeiture if Reporting Person terminates employment within three years of grant.

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.