

LaVigne Mark Stephen
 Form 3
 April 20, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

LaVigne Mark Stephen
 (Last) (First) (Middle)

ENERGIZER, 533
 MARYVILLE UNIVERSITY
 DRIVE

(Street)

ST. LOUIS, MO 63141

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 04/16/2012

3. Issuer Name and Ticker or Trading Symbol
 ENERGIZER HOLDINGS INC [ENR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Edgar Filing: LaVigne Mark Stephen - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Phantom Stk Units in Deferred Compensation Plan CM	Â (1)	Â (1)	Energizer Holdings, Inc. Common Stock	297	\$ 0	D	Â
Phantom Stock Units in Deferred Compensation Plan	Â (1)	Â (1)	Energizer Holdings, Inc. Common Stock	1,164	\$ 0	D	Â
Restricted Stock Equivalent 10/18/10 PB	Â (2)	Â (2)	Energizer Holdings, Inc. Common Stock	9,300	\$ 0	D	Â
Restricted Stock Equivalent 10/18/10 TB	Â (3)	Â (3)	Energizer Holdings, Inc. Common Stock	3,986	\$ 0	D	Â
Restricted Stock Equivalent 11/7/11 PB	Â (4)	Â (4)	Energizer Holdings, Inc. Common Stock	8,440	\$ 0	D	Â
Restricted Stock Equivalent 11/7/11 TB	Â (5)	Â (5)	Energizer Holdings, Inc. Common Stock	3,618	\$ 0	D	Â
Restricted Stock Equivalents 3/1/10	Â (6)	Â (6)	Energizer Holdings, Inc. Common Stock	1,000	\$ 0	D	Â

Reporting Owners

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

ST. LOUIS, MO 63141

Signatures

MARK S.
LAVIGNE

04/20/2012

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc. 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.
- 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.
- (3) 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.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/7/2014 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 of the Company.
- (5) Five Hundred (500) equivalents vest on March 1, 2013 and 500 on March 1, 2014. Equivalents are subject to forfeiture if Reporting Person voluntarily or involuntarily terminates employment prior to conversion dates, other than upon death, disability or change in control.
- (6)

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.