KLEIN JOHN EDDY

Form 4

December 14, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

KLEIN JOHN EDDY

2. Issuer Name and Ticker or Trading

Symbol

ENERGIZER HOLDINGS INC

[ENR]

3. Date of Earliest Transaction

X_ Director

10% Owner Officer (give title Other (specify below)

(Check all applicable)

5. Relationship of Reporting Person(s) to

ENERGIZER, 533 MARYVILLE

(First)

(Middle)

UNIVERSITY DRIVE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

12/12/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

ST. LOUIS, MO 63141

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Energizer

(Instr. 3)

Holdings, Inc.

4,399 I by Trust

Common Stock

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

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SEC 1474 (9-02)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units in Deferred Compensation Plan	\$ 0	12/12/2012		A	92 (1)	(2)	(2)	Energizer Holdings, Inc. Common Stock	92	\$
Restricted Stock Equivalents	\$ 0					<u>(3)</u>	(3)	Energizer Holdings, Inc. Common Stock	10,000	

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

KLEIN JOHN EDDY **ENERGIZER** 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141



Signatures

JOHN E. 12/14/2012 **KLEIN**

**Signature of Date

Reporting Person

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).

Dividend equivalent payment credited to the Reporting Person's balance in the Energizer stock fund of the Company's deferred (1) compensation plan in the form of additional units.

(2)

Reporting Owners 2

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Phantom stock units are payable in cash following termination of the Reporting Person's service on the Board of Directors of Energizer Holdings, Inc.

(3) Restricted stock equivalents are vested and will convert into shares of Energizer Common Stock upon Reporting Person's retirement or other termination of service on the Board.

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.