

ENERGIZER HOLDINGS INC  
 Form 4  
 November 14, 2014

**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 \*  
 Hoskins Alan R.

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)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

533 MARYVILLE UNIVERSITY DRIVE

11/12/2014

PRESIDENT & CEO, ENR HP

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

ST. LOUIS, MO 63141

Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Energizer Holdings, Inc. Common Stock	11/12/2014		M		4,350	A	\$ 0
Energizer Holdings, Inc. Common Stock	11/12/2014		F		2,053	D	\$ 125.13
					6,322	D	
					4,269	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 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Equiv. 11/13/14 TB	\$ 0	11/13/2014		A	6,228	(1) (1)	Energizer Holdings, Inc. Common Stock 6,228
Restricted Stock Equivalent 11/7/11 PB	\$ 0	11/12/2014		D	2,556	(2) (2)	Energizer Holdings, Inc. Common Stock 2,556
Restricted Stock Equivalent 11/7/11 PB	\$ 0	11/12/2014		M	4,350	(2) (2)	Energizer Holdings, Inc. Common Stock 4,350

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Hoskins Alan R.  
533 MARYVILLE UNIVERSITY DRIVE  
ST. LOUIS, MO 63141

PRESIDENT & CEO, ENR HP

## Signatures

ALAN R.  
HOSKINS 11/14/2014

\_\_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) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/13/2016 if Recipient is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.  
  
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. A portion will vest upon retirement meeting certain criteria.
- (2)

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.