

ENERGIZER HOLDINGS, INC.

Form 4

July 10, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
ROBERTS JOHN R2. 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)

**C/O ENERGIZER HOLDINGS,
INC., 533 MARYVILLE
UNIVERSITY DRIVE**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/08/2015☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)**ST. LOUIS, MO 63141**

(City) (State) (Zip)

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**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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount Price	10,000	D	

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)**

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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 Equivalent 01/02/2015 TB	\$ 0	07/08/2015		A ⁽¹⁾		856		<u>(2)</u>	<u>(2)</u>	Common Stock	856
Restricted Stock Equivalent 01/02/2014 TB	\$ 0	07/08/2015		A ⁽¹⁾		1,027		<u>(3)</u>	<u>(3)</u>	Common Stock	1,027
Restricted Stock Equivalent 04/29/2003 TB	\$ 0	07/08/2015		A ⁽¹⁾		10,000		<u>(3)</u>	<u>(3)</u>	Common Stock	10,000
Phantom Stock Units in Deferred Compensation	\$ 0	07/08/2015		A ⁽¹⁾		9,226		<u>(4)</u>	<u>(4)</u>	Common Stock	9,226
Restricted Stock Equivalent 07/08/2015 TB	\$ 0	07/08/2015		A		5,589		<u>(5)</u>	<u>(5)</u>	Common Stock	5,589

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS JOHN R C/O ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			X	

Signatures

/s/ John R.
Roberts

07/10/2015

 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) Pursuant to the Employee Matters Agreement, by and between Edgewell Personal Care Company ("Edgewell") and Energizer Holdings, Inc. ("Energizer"), dated as of June 25, 2015, to reflect the separation of Energizer from Edgewell by means of a pro rata distribution of 100% of the outstanding shares of Energizer common stock to Edgewell stockholders of record on June 16, 2015, each outstanding equity award owned by the Reporting Person was adjusted on July 8, 2015 to maintain the intrinsic value of the award.

(2) Restricted stock equivalent award ("RSE") will vest and convert into shares of Energizer Common Stock on 01/02/2016 unless Reporting Person elects to defer conversion or all or a portion may vest upon death, disability, change of control or termination of service on Energizer's Board of Directors.

(3) RSE is vested and will convert into shares of Energizer Common Stock upon Reporting Person's retirement or other termination of service on Energizer's Board of Directors.

(4) Phantom stock units are payable in cash following termination of the Reporting Person's service on Energizer's Board of Directors.

(5) 100% of the RSE granted will vest and convert into shares of Energizer Common Stock on 07/08/2018 if Reporting Person continues to serve on Energizer's Board of Directors on said date or all or a portion may vest upon death, disability or change of control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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