

Hoskins Alan R.
Form 4
March 26, 2013

FORM 4

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

OMB APPROVAL

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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)

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT & CEO, ENR HP

(Last) (First) (Middle)
533 MARYVILLE UNIVERSITY
DRIVE

(Street)

ST. LOUIS, MO 63141

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2013

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
Energizer Holdings, Inc. Common Stock	03/25/2013		S		1,000 (1)	D	\$ 97.1 3,561 D

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

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(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. 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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Non-Qualified Stock Option 10/12/09	\$ 65.63					10/12/2012 ⁽²⁾	10/11/2019	Energizer Holdings, Inc. Common Stock	12,500
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					⁽³⁾	⁽³⁾	Energizer Holdings, Inc. Common Stock	2,700
Phantom Stock Units in Deferred Compensation Plan	\$ 0					⁽³⁾	⁽³⁾	Energizer Holdings, Inc. Common Stock	5,400
Restricted Stock Equiv. 12/10/12 PB	\$ 0					⁽⁴⁾	⁽⁴⁾	Energizer Holdings, Inc. Common Stock	10,500
Restricted Stock Equiv. 12/10/12 TB	\$ 0					⁽⁵⁾	⁽⁵⁾	Energizer Holdings, Inc. Common Stock	4,500
Restricted Stock Equivalent 10/18/10 PB	\$ 0					⁽⁶⁾	⁽⁶⁾	Energizer Holdings, Inc. Common Stock	8,100
Restricted Stock	\$ 0					⁽⁷⁾	⁽⁷⁾	Energizer Holdings,	3,400

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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.

- (8) 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.

- (9) 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.

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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