

ENERGIZER HOLDINGS INC  
Form 4  
January 31, 2007

**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 \*  
MCCLANATHAN JOSEPH W

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)  
01/29/2007

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
PRES. & CEO ENERGIZER BATTERY

ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE

(Street)

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

ST. LOUIS, MO 63141

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                       |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Energizer Holdings, Inc. Common Stock | 01/29/2007                           |  | M                              |   | 25,000  | A  | \$ 17   |
| Energizer Holdings, Inc. Common Stock | 01/29/2007                           |  | S                              |   | 400   | D  | \$ 84.74  |
|                                       |                                      |  |                                |   | 26,689  | D  |   |
|                                       |                                      |  |                                |   | 26,289  | D  |   |

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|  |            |   |       |   |          |        |   |
|--|------------|---|-------|---|----------|--------|---|
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 400   | D | \$ 84.73 | 25,889 | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 2,400 | D | \$ 84.72 | 23,489 | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 100   | D | \$ 84.71 | 23,389 | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 400   | D | \$ 84.7  | 22,989 | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 100   | D | \$ 84.67 | 22,889 | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 500   | D | \$ 84.66 | 22,389 | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 100   | D | \$ 84.65 | 22,289 | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 1,400 | D | \$ 84.64 | 20,889 | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 700   | D | \$ 84.63 | 20,189 | D |
|  | 01/29/2007 | S | 800   | D |          | 19,389 | D |

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|  |            |   |       |   |          |          |  |   |
|--|------------|---|-------|---|----------|----------|--|---|
| Energizer Holdings, Inc.<br>Common Stock |            |   |       |   |          | \$ 84.62 |  |   |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 1,000 | D | \$ 84.61 | 18,389   |  | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 3,900 | D | \$ 84.6  | 14,489   |  | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 1,100 | D | \$ 84.59 | 13,389   |  | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 200   | D | \$ 84.58 | 13,189   |  | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 900   | D | \$ 84.57 | 12,289   |  | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 200   | D | \$ 84.56 | 12,089   |  | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 300   | D | \$ 84.55 | 11,789   |  | D |
| Energizer Holdings, Inc.<br>Common Stock | 01/29/2007 | S | 400   | D | \$ 84.53 | 11,389   |  | D |
|  | 01/29/2007 | S | 1,000 | D |          | 10,389   |  | D |

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|                                       |            |   |       |   |          |       |   |           |
|---------------------------------------|------------|---|-------|---|----------|-------|---|-----------|
| Energizer Holdings, Inc. Common Stock |            |   |       |   | \$ 84.52 |       |   |           |
| Energizer Holdings, Inc. Common Stock | 01/29/2007 | S | 500   | D | \$ 84.51 | 9,889 | D |           |
| Energizer Holdings, Inc. Common Stock | 01/29/2007 | S | 8,200 | D | \$ 84.5  | 1,689 | D |           |
| Energizer Holdings, Inc. Common Stock |            |   |       |   |          | 3,762 | I | By 401(k) |

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 Underlying Security (Instr. 3 and 4) |                                       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title                                 |
| Non-Qualified Stock Option 5/08/00         | \$ 17  | 01/29/2007                           |  | M                              | 25,000  | 05/08/2001   | 05/07/2010  | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option                 | \$ 42.9  |                                      |  |                                |   | 01/26/2005 <sup>(1)</sup>                                | 01/25/2014  | Energizer Holdings,                   |

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|   |          |  |                           |            |   |
|---|----------|--|---------------------------|------------|---|
| 1/26/04   |          |  |                           |            | Inc.<br>Common<br>Stock                           |
| Non-Qualified<br>Stock Option<br>10/19/04                               | \$ 46.13 |  | 10/19/2005 <sup>(2)</sup> | 10/18/2014 | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Non-Qualified<br>Stock Option<br>9/23/02                                | \$ 30.1  |  | 09/23/2005 <sup>(3)</sup> | 09/22/2012 | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Phantom Stk<br>Units in<br>Deferred<br>Compensation<br>Plan CM          | \$ 0     |  | <u>(4)</u>                | <u>(4)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Phantom Stock<br>Units in<br>Deferred<br>Compensation<br>Plan           | \$ 0     |  | <u>(4)</u>                | <u>(4)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Phantom Stock<br>Units in<br>Executive<br>Savings<br>Investment<br>Plan | \$ 0     |  | <u>(4)</u>                | <u>(4)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Phantom Units<br>in DCP -<br>Performance                                | \$ 0     |  | <u>(5)</u>                | <u>(4)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock<br>Equivalent<br>10/19/04                           | \$ 0     |  | <u>(6)</u>                | <u>(6)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock<br>Equivalent<br>10/9/06                            | \$ 0     |  | <u>(7)</u>                | <u>(7)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| Restricted<br>Stock   | \$ 0     |  | <u>(8)</u>                | <u>(8)</u> | Energizer<br>Holdings,                            |

|                                    |      |  |            |            |   |
|------------------------------------|------|--|------------|------------|---|
| Equivalents                        |      |  |            |            | Inc.<br>Common<br>Stock                           |
| Restricted<br>Stock<br>Equivalents | \$ 0 |  | <u>(9)</u> | <u>(9)</u> | Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock |
| 5/19/03                            |      |  |            |            |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| MCCLANATHAN JOSEPH W<br>ENERGIZER HOLDINGS, INC.<br>533 MARYVILLE UNIVERSITY DRIVE<br>ST. LOUIS, MO 63141 |               |           | PRES. & CEO ENERGIZER BATTERY |       |

## Signatures

JOSEPH W.  
MCCLANATHAN

01/31/2007

          \*\*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) Exercisable at a rate of 20% per year commencing 1/26/05.
- (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (3) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (4) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.  
25% of phantom stock units granted will vest on 10/11/08, 25% will vest in November, 2008, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All units that do not vest will be forfeited.
- (5) Restricted Stock Equivalents will convert into shares of Energizer Holdings, Inc. common stock - 25% on 10/19/05, 25% on 10/19/06, 25% on 10/19/07 and 25% on 10/19/08 unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral is mandated by Energizer Holdings, Inc. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
- (6) 25% of Restricted Stock Equivalents granted will vest and convert into shares of Energizer Common Stock on 10/9/09, 25% will vest and convert into shares of Energizer Common Stock in November, 2009, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety and convert into shares of Energizer Common Stock at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All units will also vest and convert into shares of Energizer Common Stock upon the reporting person's death, involuntary termination (other than for cause) or Change in Control of the Company. All units that do not vest will be forfeited.
- (7) Restricted stock equivalents will convert into shares of Energizer Common Stock three years from the date of grant unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeiture if Reporting Person terminates employment within three years of grant.
- (8)

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- Restricted Stock Equivalents will convert into shares of Energizer Common Stock - 1/3 on 5/19/06, 1/3 on 5/19/09 and 1/3 on 5/19/12, unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
- (9)

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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