ENERGIZER HOLDINGS INC

Form 4

November 10, 2014

FORM	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL		
								OMMISSION	OMB Number:	3235-028	
Check th if no long	705								Expires:	January 3 ⁻ 200	
subject to Section 16. Form 4 or				GES IN I SECUR		ICIA	L OW	NERSHIP OF	Estimated average burden hours per response		
Form 5 obligatio may cont See Instruction 1(b).	ns Section 1	7(a) of the		ility Hold	ling Con	npany	Act of	e Act of 1934, 1935 or Section 0	n		
(Print or Type I	Responses)										
SESCLEIFER DANIEL J Symbol				RGIZER HOLDINGS INC				5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
				tte of Earliest Transaction htth/Day/Year)				Director 10% Owner X Officer (give title Other (specify below)			
	ER HOLDINGS MARYVILLE TY DRIVE	S,	11/07/20)14				EXECUTIVE V	/	NT & CFO	
				ndment, Date Original h/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ST. LOUIS,	, MO 63141							Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if			Code (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)	
Energizer Holdings, Inc. Common Stock	11/07/2014			Code V	Amount 263	(D)	Price	2,857	D		
Energizer Holdings, Inc. Common	11/07/2014			F	263	D	\$ 123.5	2,594	D		

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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)

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)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Equivalent 11/7/11 TB	\$ 0	11/07/2014		M	263 (1)	<u>(2)</u>	(2)	Energizer Holdings, Inc. Common Stock	263	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SESCLEIFER DANIEL J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

EXECUTIVE VICE PRESIDENT & CFO

Signatures

DANIEL J.

SESCLEIFER 11/10/2014

**Signature of Reporting Date

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).
- (1) Withholding taxes associated with vesting of award in 2014, conversion of which was deferred until retirement at election of Reporting Person.

Reporting Owners 2

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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. A portion will vest upon retirement meeting certain criteria.

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.