ENERGIZER HOLDINGS INC

Form 4

November 14, 2014

FORM	FORM 4 UNITED STATES SECURITIES AND EVOLANCE COMMISSION								OMB APPROVAL		
	Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287	
Check this box if no longer OTE A TOP A TOP OF CHAP									Expires:	January 31, 2005	
subject to Section 1 Form 4 o	51A1EN 16.	IENT O	F CHANGES IN BENEFICIAL OWI SECURITIES					NERSHIP OF	Estimated average burden hours per response 0.		
Form 5 obligatio may cont See Instruction 1(b).	ns section 17(a	a) of the	Public U		ling Cor	npan	y Act of	e Act of 1934, 1935 or Section 0	·		
(Print or Type I	Responses)										
SESCLEIFER DANIEL J Symbol			r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
			ENERGIZER HOLDINGS INC [ENR]					(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction					Director		Owner	
	ER HOLDINGS, MARYVILLE TY DRIVE		(Month/D 11/12/2					_X_ Officer (give below) EXECUTIVE VI	below)	r (specify NT & CFO	
ST LOUIS	(Street) 4. If Amer Filed(Mon ST. LOUIS, MO 63141				_	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
31. LOUIS,	, WIO 03141							Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	od of (D) 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	11/12/2014			Code V M	Amount 387	(D)	Price	2,981	D		
Energizer Holdings, Inc. Common Stock	11/12/2014			F	387	D	\$ 125.13	2,594	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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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. Transactic Code (Instr. 8)	5. Number on f 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)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Equivalent 11/7/11 PB	\$ 0	11/12/2014		D	5,253	<u>(1)</u>	<u>(1)</u>	Energizer Holdings, Inc. Common Stock	5,253	
Restricted Stock Equivalent 11/7/11 PB	\$ 0	11/12/2014		M	387 (2)	<u>(1)</u>	<u>(1)</u>	Energizer Holdings, Inc. Common Stock	387	

Reporting Owners

Relationships 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 11/13/2014

**Signature of Reporting Date Person

Reporting Owners 2

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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).
 - 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
- (1) the RSEs granted if 12% of 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) Withholding taxes associated with vesting of award in 2014, conversion of which was deferred until retirement at election of Reporting Person.

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.