

ENERGIZER HOLDINGS, INC.
Form 4
July 10, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
GORMAN TIMOTHY 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)
07/08/2015

____ Director
 Officer (give title below) _____ Other (specify below)
VP, Controller & PAO

**C/O 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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)

Edgar Filing: ENERGIZER HOLDINGS, INC. - Form 4

restricted stock equivalent award ("RSE") owned by the Reporting Person was adjusted on July 8, 2015 to maintain the intrinsic value of the award.

- (2) RSE will vest and convert into shares of Energizer Common Stock on 11/13/2016 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.

- Fifty percent of the RSE will vest and convert into shares of Energizer Common Stock on 09/15/15 and the remaining fifty percent will
- (3) vest and convert into shares of Energizer Common Stock on 09/15/2016, in each case if Reporting Person is employed on said date. All or a portion may vest upon death, disability, change of control or certain termination events.

- One-fifth of the RSE granted will vest and convert into shares of Energizer Common Stock on each of 07/08/2016, 07/08/2017,
- (4) 07/08/2018, 07/08/2019 and 07/08/2020 if Reporting Person is employed on said dates or all or a portion may vest upon death, disability, change of control or certain termination events.

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.