ENERGIZER HOLDINGS, INC.

Form 4 July 10, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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if no longer

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GORMAN TIMOTHY W**

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

ENERGIZER HOLDINGS, INC.

(Check all applicable)

[ENR]

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner Other (specify X_ Officer (give title

(Month/Day/Year)

07/08/2015

VP, Controller & PAO

C/O ENERGIZER HOLDINGS. INC., 533 MARYVILLE UNIVERSITY DRIVE

> (Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(9-02)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	5. Number of orDerivative 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)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Equivalent 11/13/2014 TB	\$ 0	07/08/2015		A(1)	2,043	(2)	(2)	Common Stock	2,043	
Restricted Stock Equivalent 09/15/2014 TB	\$ 0	07/08/2015		A(1)	6,103	(3)	(3)	Common Stock	6,103	
Restricted Stock Equivalent 07/08/2015 TB	\$ 0	07/08/2015		A	13,971	<u>(4)</u>	<u>(4)</u>	Common Stock	13,971	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GORMAN TIMOTHY W C/O ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

VP, Controller & PAO

Signatures

/s/Timothy W. 07/10/2015 Gorman

**Signature of Date
Reporting 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) Pursuant to the Employee Matters Agreement, by and between Edgewell Personal Care Company ("Edgewell") and Energizer Holdings, Inc. ("Energizer"), dated as of June 25, 2015, to reflect the separation of Energizer from Edgewell by means of a pro rata distribution of 100% of the outstanding shares of Energizer common stock to Edgewell stockholders of record on June 16, 2015, each outstanding

Reporting Owners 2

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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 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.