

ENERGIZER HOLDINGS INC

Form 5

October 01, 2013

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
NICHOLSON PAMELA M

(Last) (First) (Middle)

ENERGIZER, 533 MARYVILLE
UNIVERSITY DRIVE

(Street)

ST. LOUIS, MO 63141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ENERGIZER HOLDINGS INC
[ENR]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
09/30/20134. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Energizer Holdings, Inc. Common Stock	09/21/2012	Â	G	457 D \$ 0	19,416	D	Â
Energizer Holdings, Inc. Common	10/30/2012	Â	G	346 D \$ 0	19,070	D	Â

Stock

Energizer
Holdings,
Inc.
Common
Stock

11/09/2012

 $\hat{A}$

G

1.948

D

\$ 0

17.122

D

 $\hat{A}$

Energizer
Holdings,
Inc.
Common
Stock

12/07/2012

 $\hat{A}$

G

1.919

D

\$ 0

15.203

D

 $\hat{A}$

Energizer
Holdings,
Inc.
Common
Stock

09/25/2013

 $\hat{A}$

G

105

D

\$ 0

15.098

D

 $\hat{A}$

Energizer
Holdings,
Inc.
Common
Stock

09/30/2013

 $\hat{A}$

G

424

D

\$ 0

14.674

D

 $\hat{A}$

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 Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units in Deferred Compensation Plan	\$ 0	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Energizer Holdings, Inc. Common Stock	23,226
	\$ 0	Â	Â	Â	Â	Â	Â <u>(2)</u>	Â <u>(2)</u>		10,000

Restricted
Stock
Equivalents

Energizer
Holdings,
Inc.
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLSON PAMELA M ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141	☒	☐	☐	☐

Signatures

PAMELA M. 10/01/2013
NICHOLSON

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) Phantom stock units are payable in cash following termination of the Reporting Person's service on the Board of Directors of Energizer Holdings, Inc.
- (2) Restricted stock equivalents are vested and will convert into shares of Energizer Common Stock upon Reporting Person's retirement or other termination of service on the Board.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.