

Spectrum Brands Holdings, Inc.
 Form 4
 November 20, 2013

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 *
 Lumley David R

2. Issuer Name and Ticker or Trading Symbol
 Spectrum Brands Holdings, Inc.
 [SPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/16/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President GB&PC H&G

C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY

(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

MIDDLETON, WI 53562

(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 Indirect Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	11/16/2013		M		36,166	A	(1)	50,336	D	
Common Stock	11/18/2013		F		17,975	D	(2)	\$ 65.63	32,361	D
Common Stock	11/16/2013		M		86,800	A	(3)	119,161	D	
Common Stock	11/18/2013		F		43,140	D	(4)	\$ 65.63	76,021	D
	11/16/2013		M		28,933	A	(5)	104,954	D	

Common
Stock

Common Stock 11/16/2013 F 12,258₍₆₎ D \$ 65.63 92,696 D

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. 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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Performance Rights <u>(7)</u>	<u>(1)</u>	11/16/2013		M		<u>(1)</u>	11/16/2013	Common Stock	36,166
Performance Rights <u>(7)</u>	<u>(3)</u>	11/16/2013		M		<u>(3)</u>	11/16/2013	Common Stock	86,800
Performance Rights <u>(7)</u>	<u>(5)</u>	11/16/2013		M		<u>(5)</u>	11/16/2013	Common Stock	28,933
Performance Rights <u>(7)</u>	<u>(8) (9)</u>					<u>(8)(9)</u>	<u>(8)(9)</u>	Common Stock	149,900
Performance Rights <u>(7)</u>	<u>(10)</u>					<u>(10)</u>	<u>(10)</u>	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lumley David R C/O SPECTRUM BRANDS HOLDINGS, INC. 3001 DEMING WAY MIDDLETON, WI 53562	X		CEO and President GB&PC H&G	

Signatures

/s/ Nathan E. Fagre,
attorney-in-fact

11/20/2013

__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) The remaining 50% of the performance rights granted on November 15, 2010 under the Issuer's 2011 Two-Year Equity Award Plan vested and settled for 36,166 shares of the Issuer's common stock on November 16, 2013.

(2) These shares of the Issuer's common stock were tendered to satisfy Mr. Lumley's tax withholding obligation upon the vesting and settling of performance rights for 31,166 shares.

(3) The remaining 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan vested settled for 86,800 shares of the Issuer's common stock on November 16, 2013.

(4) These shares of the Issuer's common stock were tendered to satisfy Mr. Lumley's tax withholding obligation upon the vesting and settling of performance rights for 86,800 shares.

(5) The remaining 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan for exceeding performance targets vested and settled for 28,933 shares of the Issuer's common stock on November 16, 2013.

(6) These shares of the Issuer's common stock were tendered to satisfy Mr. Lumley's tax withholding obligation upon the vesting and settling of performance rights for 28,933 shares.

(7) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

Up to 50% of such performance rights granted under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 (the "Performance Vesting Date")("Performance Award"). In addition, an amount equal to the Performance Award will vest, if Mr. Lumley is employed by the Issuer through the first anniversary of the Performance Vesting Date ("Service Award"). Mr. Lumley will also be eligible to receive up to 38,889 additional shares ("Additional Award") within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2014 and if Mr. Lumley is employed by the Issuer at that date. The Performance Award, the Service Award and the Additional Award together constitute the 2013 Award.

(9) Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award, which represents achievement of 135% of the performance targets. If 100% of the performance targets is achieved, 111,111 shares are issuable upon full vesting of the 2013 Award.

(10) The performance rights will vest 100% within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 in connection with the successful integration of the Hardware Home Improvement Group from Stanley Black & Decker, Inc., and if Mr. Lumley is employed by the Issuer on such date.

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.