

Edgar Filing: RAYOVAC CORP - Form 4

RAYOVAC CORP
 Form 4
 August 15, 2002

----- UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 FORM 4 WASHINGTON, D.C. 20549

/X / Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 (Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 Filed pursuant to Section 16(a) of the Securities Exchange Act of Section 17(a) of the Public Utility Holding Company Act of 1935 Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. R
 THL Equity Advisors III Limited Partnership Rayovac Corporation (ROV)

(Last) (First) (Middle) 3. IRS or Social Security Number of Reporting Person, (Voluntary) 4. Statement for Month/Year August 2002
 c/o Thomas H. Lee Partners, L.P.
 75 State Street
 (Street)
 Boston MA 02109
 5. If Amendment, Date of Original (Month/Year) /X/

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Di

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon (In and
		Code V	Amount (A) or (D) Price	
Common Stock, par value \$.01 per share	08/13/02	J(1)	4,468,569 D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, SEE Instruction 4(b) (v).

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FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficial
(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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
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Code	V	(A)	(D)
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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares			

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Explanation of Responses:

- (1) The Reporting Person is the General Partner of Thomas H. Lee Equity Fund III, L.P. ("Equity Foreign Fund III, L.P. ("Foreign Fund III"). The Reporting Person may be deemed to beneficially own the securities of the Issuer held directly by Equity Fund III and Foreign Fund III. On August 13, 2002, Equity Fund III issued a pro rata distribution of common stock of the Issuer to their respective general and limited partners. The Reporting Person disclaims beneficial ownership of such shares, and this report shall not be construed to represent that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or 18 of the Securities Exchange Act of 1934, except to the extent of its pecuniary interest therein.

/s/ Scott A. Schoen

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature 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.