

HOOVER R DAVID
Form 4
May 22, 2007

FORM 4

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

OMB APPROVAL

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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 *
HOOVER R DAVID

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)

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

BALL CORPORATION, 10 LONGS
PEAK DRIVE

05/21/2007

(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

BROOMFIELD, CO 80021-2510

(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) | | |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Energizer Holdings, Inc. Common Stock | 05/21/2007 | | M | | 5,000 | A | \$ 17 | 5,000 | D |
| Energizer Holdings, Inc. Common Stock | 05/21/2007 | | S | | 1,400 | D | \$ 100 | 3,600 | D |
| | 05/21/2007 | | S | | 400 | D | | 3,200 | D |

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| | | | | | | | | |
|---------------------------------------|------------|---|-------|---|----------|--------|---|-----------|
| Energizer Holdings, Inc. Common Stock | | | | | \$ 99.99 | | | |
| Energizer Holdings, Inc. Common Stock | 05/21/2007 | S | 700 | D | \$ 99.98 | 2,500 | D | |
| Energizer Holdings, Inc. Common Stock | 05/21/2007 | S | 1,400 | D | \$ 99.96 | 1,100 | D | |
| Energizer Holdings, Inc. Common Stock | 05/21/2007 | S | 500 | D | \$ 99.95 | 600 | D | |
| Energizer Holdings, Inc. Common Stock | 05/21/2007 | S | 200 | D | \$ 99.94 | 400 | D | |
| Energizer Holdings, Inc. Common Stock | 05/21/2007 | S | 400 | D | \$ 99.93 | 0 | D | |
| Energizer Holdings, Inc. Common Stock | | | | | | 10,000 | I | by Spouse |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------|------------------|------------|--|------|---|-------|-----|------------------|-----------------|--|----------------------------|
| Non-Qualified Stock Option 5/08/00 | \$ 17 | 05/21/2007 | | | M | | 5,000 | | 05/08/2001 | 05/07/2010 | Energizer Holdings, Inc. Common Stock | 5,000 |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | | | | | | | | (1) | (1) | Energizer Holdings, Inc. Common Stock | 17,000 |
| Restricted Stock Equivalents | \$ 0 | | | | | | | | (2) | (2) | Energizer Holdings, Inc. Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOOVER R DAVID BALL CORPORATION 10 LONGS PEAK DRIVE BROOMFIELD, CO 80021-2510 | | X | | |

Signatures

R. DAVID
HOOVER
05/22/2007

**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 will convert into shares of Energizer Common Stock three years from date of grant unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc.

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Equivalents subject to forfeiture if Reporting Person terminates service on the Board within three years of grant.

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.