

ENERGIZER HOLDINGS INC

Form 4

August 16, 2007

FORM 4**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).

**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: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MULCAHY J PATRICK

(Last) (First) (Middle)

**ENERGIZER HOLDINGS,
INC., 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. Date of Earliest Transaction
(Month/Day/Year)
08/14/2007

4. 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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Energizer Holdings, Inc. Common Stock	08/14/2007		S	600	D \$ 102.15	859,432	D
Energizer Holdings, Inc. Common Stock	08/14/2007		S	300	D \$ 102.16	859,132	D

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

Energizer Holdings, Inc. Common Stock	08/14/2007	S	200	D	\$ 102.17	858,932	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	3,300	D	\$ 102.2	855,632	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	500	D	\$ 102.24	855,132	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	300	D	\$ 102.25	854,832	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	200	D	\$ 102.26	854,632	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	100	D	\$ 102.27	854,532	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	300	D	\$ 102.28	854,232	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	1,500	D	\$ 102.3	852,732	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	400	D	\$ 102.35	852,332	D
	08/14/2007	S	300	D	\$ 102.36	852,032	D

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

Energizer Holdings, Inc. Common Stock							
Energizer Holdings, Inc. Common Stock	08/14/2007	S	200	D	\$ 102.38	851,832	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	2,100	D	\$ 102.4	849,732	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	200	D	\$ 102.41	849,532	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	400	D	\$ 102.42	849,132	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	200	D	\$ 102.43	848,932	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	200	D	\$ 102.44	848,732	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	200	D	\$ 102.45	848,532	D
Energizer Holdings, Inc. Common Stock	08/14/2007	S	400	D	\$ 102.48	848,132	D
	08/14/2007	S	1,800	D	\$ 102.5	846,332	D

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

Energizer Holdings, Inc. Common Stock								
Energizer Holdings, Inc. Common Stock	08/14/2007	S	100	D	\$ 102.55	846,232	D	
Energizer Holdings, Inc. Common Stock	08/14/2007	S	900	D	\$ 102.56	845,332	D	
Energizer Holdings, Inc. Common Stock	08/14/2007	S	700	D	\$ 102.7	844,632	D	
Energizer Holdings, Inc. Common Stock	08/14/2007	S	300	D	\$ 102.76	844,332	D	
Energizer Holdings, Inc. Common Stock	08/14/2007	S	100	D	\$ 102.78	844,232	D	
Energizer Holdings, Inc. Common Stock	08/15/2007	F	175,764	D	\$ 100.565	668,468	D	
Energizer Holdings, Inc. Common Stock						29,146	I	By 401(k)
Energizer Holdings, Inc. Common Stock						12,611	I	by Spouse

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option 5/08/00	\$ 17	08/14/2007		M	500,000	05/08/2001 05/07/2010	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0					(1) (1)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 1/25/05 (2)	\$ 0					(3) (3)	Energizer Holdings, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MULCAHY J PATRICK ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141	X			

Signatures

J. PATRICK
MULCAHY
08/16/2007
Date

**Signature of 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) Phantom stock units are payable in cash following termination of the Reporting Person's Service on the Board of Directors of Energizer Holdings, Inc.

The grant of restricted stock equivalents was issued as consideration for Reporting Person's covenant not to compete with the issuer for a period of 5 years following his retirement as chief executive officer. The award will vest and convert into shares of Energizer Common Stock on January 25, 2010, but will be forfeited if, prior to that date, the Reporting Person engages in conduct which is in violation of the covenant not to compete. The award will, however, immediately vest upon the death or disability of the Reporting Person, and upon a change in control of the issuer.
- (2)
- (3) Restricted Stock Equivalent will vest and convert into Energizer Holdings, Inc. common stock on January 25, 2010.

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.