

McColgan John James
Form 5
November 09, 2011

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

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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

1. Name and Address of Reporting Person *
McColgan John James

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Principal Accounting Officer

533 MARYVILLE UNIVERSITY DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ST. LOUIS, MO 63141

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Energizer Holdings, Inc. Common Stock | 10/10/2010 ⁽¹⁾ | Â | F ⁽²⁾ | 406 D \$ 72.51 | 2,072 | D | Â |
| Energizer Holdings, Inc. | 08/05/2011 | Â | S ⁽²⁾ | 2,072 D \$ 80.61 | 0 | D | Â |

Common
Stock

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|----------------------|--|------------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Phantom Stk Units in Deferred Compensation Plan CM | \$ 0 | 11/30/2010 | Â | A ⁽²⁾ | 214 ⁽³⁾ | Â | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 11/30/2010 | Â | A ⁽²⁾ | 854 ⁽⁵⁾ | Â | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 11/30/2010 | Â | F ⁽²⁾ | Â | 18 | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalent 10/10/07 | \$ 0 | 11/02/2010 | Â | D ⁽²⁾ | Â | 3,750 ⁽⁶⁾ | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalent 10/18/10 | \$ 0 | 10/18/2010 | Â | A ⁽²⁾ | 3,581 | Â | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Energizer Holdings, Inc. Common Stock |
| Restricted Stock | \$ 0 | 10/18/2010 | Â | A ⁽²⁾ | 8,356 | Â | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Energizer Holdings, Inc. Common Stock |

Equivalent
10/18/10 PB

Inc.
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| McColgan John James 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141 | Â | Â | Â | Principal Accounting Officer Â |

Signatures

JOHN J.
MCCOLGAN

11/09/2011

**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).

The reporting person has served as the Company's Principal Accounting Officer since January 1, 2008. However, he is not an "executive officer" for purposes of the Securities Exchange Act of 1934, as amended. All of the securities that have been acquired by the reporting person and reported on this form were acquired in exempt transactions.

(2) Transaction should have been previously reported on a Form 4.

(3) Company match on deferrals of 2010 bonus payment into Energizer phantom stock units in Deferred Compensation Plan vest 3 years from grant, provided matched deferrals remain in units for a period of one year. In accordance with the terms of the Plan, the initial value of the units is the closing price of ENR Common Stock on November 15th of the year units are credited.

(4) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.

(5) Deferral of Reporting Person's annual 2010 cash bonus into Energizer phantom stock units in Deferred Compensation Plan.

(6) Performance restricted stock equivalent awards forfeited, in accordance with the terms of the awards, when performance vesting criteria were not achieved.

(7) 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/10/10. An additional 5% will vest and convert into shares of ENR Common Stock in November, 2010, only if CAGR in earnings per share equals or exceeds 8% for the period between 9/30/07 and 9/30/10; that percentage will be 15% if CAGR for the period equals or exceeds 9%, and 25% if CAGR for the period equals or exceeds 10%. The remaining 50% of RSE granted will vest in its entirety and convert into shares of ENR Common Stock only if CAGR for the period equals or exceeds 15% (with incremental vesting between 11% and 15%). All RSE will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.

(8) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/18/2013 as long as Recipient is still employed on said date. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability, or in the event of a change of control of the Company.

(9) 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2013, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/10 and 9/30/13, proportionately increasing in 1/10th of 1% increments up to 100% of the RSEs granted if 12% or greater CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.

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.