ENERGIZER HOLDINGS INC

Form 4 May 25, 2005

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

burden hours per response... 0.5

Estimated average

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

STRATMANN GAYLE G			Symbol ENERGIZER HOLDINGS INC [ENR]					Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Da (Mon			3. Date o	f Earliest T Day/Year) .005	ransaction			Director 10% Owner _X Officer (give title Other (specify below) VP, GENERAL COUNSEL			
ST. LOUIS					onth/Day/Year) A				i. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Terson		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur		red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	or Dispos (Instr. 3, 4	ed of		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 Beneficial Ownership (Instr. 4)	
Energizer Holdings, Inc. Common Stock	05/24/2005			M	20,000	A	\$ 26.64	20,365	D		
Energizer Holdings, Inc. Common Stock	05/24/2005			S	20,000	D	\$ 61.9746	365	D		

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

Energizer Holdings, Inc. 2,981 I By Common Stock

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. Transactic Code (Instr. 8)	Secu Acqu or D: (D)	rities nired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 3/17/03	\$ 26.64	05/24/2005		M		20,000	03/17/2004(1)	03/16/2013	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 10/19/04	\$ 46.13						10/19/2005(2)	10/18/2014	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 9/23/02	\$ 30.1						09/23/2005(3)	09/22/2012	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Executive Savings Investment Plan	\$ 0						<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock
	\$ 0						(5)	<u>(5)</u>	

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

Restricted Energizer Stock Holdings, Equivalent Inc. 10/19/04 Common Stock

Energizer

Holdings,

Restricted

Stock 05/19/2006(6) 05/19/2012 \$0

Equivalents 5/19/03

Inc. Common Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other

STRATMANN GAYLE G ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

VP, GENERAL COUNSEL

Signatures

GAYLE G.

STRATMANN 05/25/2005

**Signature of Reporting 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) Exercisable at a rate of 20% per year commencing March 17, 2004.
- (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (3) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (4) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- Restricted Stock Equivalents will convert into shares of Energizer Holdings, Inc. common stock 25% on 10/19/05, 25% on 10/19/06, 25% on 10/19/07 and 25% on 10/19/08 unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral is mandated by Energizer Holdings, Inc. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
- Restricted Stock Equivalents will convert into shares of Energizer Common Stock 1/3 on 5/19/06, 1/3 on 5/19/09 and 1/3 on 5/19/12, unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

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.

Reporting Owners 3