#### Edgar Filing: MCCLANATHAN JOSEPH W - Form 4

MCCLANA Form 4	THAN JOSEPH	W									
February 15,									OMB AF	PROVAL	
FORM	UNITED	STATES					NGE CO	OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	6. Filed pu ns inue.	Washington, D.C. 20549 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								January 31Expires:2005Estimated averageburden hours perresponse0.5	
(Print or Type I	Responses)										
MCCLANATHAN JOSEPH W Symbo ENER			Symbol	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mo			(Month/D	Date of Earliest Transaction Month/Day/Year) 2/13/2007				Director 10% Owner X Officer (give title Other (specify below) below) PRES. & CEO ENERGIZER BATTERY			
(Street) 4. If Amer			th/Day/Year) Applicable Line) _X_ Form filed by					oint/Group Filing(Check One Reporting Person More than One Reporting			
(City)	(State)	(Zip)	Table	e I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	te 2A. Deemed		3. Transactio Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		of (D)	Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Energizer Holdings, Inc. Common Stock	02/13/2007			Code V	Amount 15,000	(D)	Price \$ 17	(Instr. 3 and 4) 16,689	D		
Energizer Holdings, Inc. Common Stock	02/13/2007			S	2,100	D	\$ 86.5	14,589	D		

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Energizer Holdings, Inc. Common Stock	02/13/2007	S	5,300	D	\$ 86.3	9,289	D	
Energizer Holdings, Inc. Common Stock	02/13/2007	S	7,600	D	\$ 86.28	1,689	D	
Energizer Holdings, Inc. Common Stock						3,762	I	By 401(k)

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.

# 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. Transactio Code (Instr. 8)	orDeriv Secur Acqu	ities ired (A) sposed of . 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 5/08/00	\$ 17	02/13/2007		М		15,000	05/08/2001	05/07/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 1/26/04	\$ 42.9						01/26/2005(1)	01/25/2014	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option	\$ 46.13						10/19/2005(2)	10/18/2014	Energizer Holdings,

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#### 10/19/04

				Common Stock
Non-Qualified Stock Option 9/23/02	\$ 30.1	09/23/2005 <u>(3)</u>	09/22/2012	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	<u>(4)</u>	<u>(4)</u>	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
Phantom Units in DCP - Performance	\$ 0	(5)	<u>(4)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/19/04	\$ 0	<u>(6)</u>	<u>(6)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/9/06	\$ 0	(7)	(7)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents	\$ 0	<u>(8)</u>	(8)	Energizer Holdings, Inc. Common Stock
Restricted Stock	\$ 0	<u>(9)</u>	<u>(9)</u>	Energizer Holdings,

Inc.

Equivalents 5/19/03

# **Reporting Owners**

**Reporting Owner Name / Address** 

Director 10% Owner Officer Other

MCCLANATHAN JOSEPH W ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

PRES. & CEO ENERGIZER BATTERY

Relationships

# Signatures

JOSEPH W. **MCCLANATHAN** 

02/15/2007

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) Exercisable at a rate of 20% per year commencing 1/26/05.
- (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.

25% of phantom stock units granted will vest on 10/11/08, 25% will vest in November, 2008, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety at

(5) that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All units that do not vest will be forfeited.

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

(6) 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.

25% of Restricted Stock Equivalents granted will vest and convert into shares of Energizer Common Stock on 10/9/09, 25% will vest and convert into shares of Energizer Common Stock in November, 2009, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety and convert into shares of

(7)Energizer Common Stock at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All units will also vest and convert into shares of Energizer Common Stock upon the reporting person's death, involuntary termination (other than for cause) or Change in Control of the Company. All units that do not vest will be forfeited.

Restricted stock equivalents will convert into shares of Energizer Common Stock three years from the date of grant unless Reporting (8) Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeiture if Reporting Person terminates employment within three years of grant.

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

(9) 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.

Inc. Common Stock