#### MCCLANATHAN JOSEPH W

Form 4 April 20, 2007

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MCCLANATHAN JOSEPH W Issuer Symbol **ENERGIZER HOLDINGS INC** (Check all applicable) [ENR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) ENERGIZER HOLDINGS. 04/19/2007 PRES. & CEO ENERGIZER BATTERY INC., 533 MARYVILLE UNIVERSITY DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63141 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Indirect (I) **Following** (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Energizer Holdings, 10,000 Inc. 04/19/2007 M Α \$ 17 11,689 D (1) Common Stock Energizer Holdings, 5,100 S D 04/19/2007 6,589 D Inc. (1) Common Stock

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

## Edgar Filing: MCCLANATHAN JOSEPH W - Form 4

Energizer Holdings, Inc. Common Stock	04/19/2007	S	300 (1)	D	\$ 89.23	6,289	D	
Energizer Holdings, Inc. Common Stock	04/19/2007	S	1,400 (1)	D	\$ 89.24	4,889	D	
Energizer Holdings, Inc. Common Stock	04/19/2007	S	1,100 (1)	D	\$ 89.25	3,789	D	
Energizer Holdings, Inc. Common Stock	04/19/2007	S	100 (1)	D	\$ 89.29	3,689	D	
Energizer Holdings, Inc. Common Stock	04/19/2007	S	900 (1)	D	\$ 89.36	2,789	D	
Energizer Holdings, Inc. Common Stock	04/19/2007	S	100 (1)	D	\$ 89.37	2,689	D	
Energizer Holdings, Inc. Common Stock	04/19/2007	S	200 (1)	D	\$ 89.4	2,489	D	
Energizer Holdings, Inc. Common Stock	04/19/2007	S	300 (1)	D	\$ 89.42	2,189	D	
Energizer Holdings, Inc. Common Stock	04/19/2007	S	500 (1)	D	\$ 89.43	1,689	D	
						3,758	I	By 401(k)

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

Energizer Holdings, Inc. 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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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)	ransactiorDerivative ode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ai Underlying Se (Instr. 3 and 4)
				Code V	(A) (	D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 5/08/00	\$ 17	04/19/2007		M		,000 (1)	05/08/2001	05/07/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 1/26/04	\$ 42.9						01/26/2005(2)	01/25/2014	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 10/19/04	\$ 46.13						10/19/2005(3)	10/18/2014	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 9/23/02	\$ 30.1						09/23/2005(4)	09/22/2012	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in	\$ 0						<u>(5)</u>	<u>(5)</u>	Energizer Holdings,

## Edgar Filing: MCCLANATHAN JOSEPH W - Form 4

Deferred Compensation Plan CM				Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Executive Savings Investment Plan	\$ 0	<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock
Phantom Units in DCP - Performance	\$ 0	<u>(6)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/19/04	\$ 0	<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/9/06	\$ 0	<u>(8)</u>	(8)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents	\$ 0	<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 5/19/03	\$ 0	<u>(10)</u>	(10)	Energizer Holdings, Inc. Common Stock

## **Reporting Owners**

Reporting Owner Name / Address				Relationships	
	Director	10% Owner	Officer		Other

PRES. & CEO ENERGIZER BATTERY

Reporting Owners 4

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

## **Signatures**

JOSEPH W. MCCLANATHAN

04/20/2007

\*\*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) Non-Qualified Stock Option exercise, and sale of the shares acquired, was made pursuant to a 10b5-1 plan.
- (2) Exercisable at a rate of 20% per year commencing 1/26/05.
- (3) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (4) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (5) 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 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 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 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

  (9) 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 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.

Signatures 5