

MCCLANATHAN JOSEPH W
 Form 4
 December 02, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCCLANATHAN JOSEPH W

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)

ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 11/28/2008

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 PRES. & CEO ENERGIZER BATTERY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

ST. LOUIS, MO 63141

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Energizer Holdings, Inc. Common Stock				(A) or (D)	3,126	D	
Energizer Holdings, Inc. Common Stock				(A) or (D)	3,757	I	By 401(k)

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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)	8. Amount or Number of Shares
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/28/2008		F	138 <u>(1)</u>	<u>(2)</u> <u>(2)</u>	Energizer Holdings, Inc. Common Stock	1
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/28/2008		F	98 <u>(3)</u>	<u>(2)</u> <u>(2)</u>	Energizer Holdings, Inc. Common Stock	9
Non-Qualified Stock Option 1/26/04	\$ 42.9					01/26/2005 ⁽⁴⁾ 01/25/2014	Energizer Holdings, Inc. Common Stock	50
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 ⁽⁵⁾ 10/18/2014	Energizer Holdings, Inc. Common Stock	20
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005 ⁽⁶⁾ 09/22/2012	Energizer Holdings, Inc. Common Stock	50
Phantom Stock Units in	\$ 0					<u>(2)</u> <u>(2)</u>	Energizer Holdings, Inc. Common Stock	70

Deferred Compensation Plan				Inc. Common Stock	
Phantom Stock Units in Executive Savings Investment Plan	\$ 0		(2)	Energizer Holdings, Inc. Common Stock	3,
Restricted Stock Equivalent 10/10/07	\$ 0		(7)	Energizer Holdings, Inc. Common Stock	14
Restricted Stock Equivalent 10/13/08	\$ 0		(8)	Energizer Holdings, Inc. Common Stock	20
Restricted Stock Equivalent 10/9/06	\$ 0		(9)	Energizer Holdings, Inc. Common Stock	20
Restricted Stock Equivalents	\$ 0		(10)	Energizer Holdings, Inc. Common Stock	30
Restricted Stock Equivalents 5/19/03	\$ 0		(11)	Energizer Holdings, Inc. Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLANATHAN JOSEPH W ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			PRES. & CEO ENERGIZER BATTERY	

Signatures

JOSEPH W.
MCCLANATHAN

12/02/2008

__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) Withholding taxes associated with vesting of 2005, 2006 and 2007 Company match.
- (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (3) Withholding taxes associated with vesting of 2008 Company match.
- (4) Exercisable at a rate of 20% per year commencing 1/26/05.
- (5) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (6) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.

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) 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR common stock on 10/13/2011. An additional 5% will vest and convert into shares of ENR common stock in November, 2011, only if CAGR in EPS equals or exceeds 8% for the period between 9/30/08 and 9/30/11, proportionately increasing in 1/10th of 1% increments up to 75% of the RSEs granted if 15% 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.

- (9) 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 equivalents 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 equivalents that do not vest will be forfeited.

- (10) Restricted stock equivalents will convert into shares of Energizer Common Stock three years from the date of grant 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 forfeiture if Reporting Person terminates employment within three years of grant.

- (11) 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 forfeiture 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.

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