#### STRATMANN GAYLE G

Form 4

December 02, 2010

| <b>FORM</b>                                                 | M /1                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                             |                                        |                     |                                  |         |                                                                                               | OMB A                                                                | PPROVAL                                                           |  |
|-------------------------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------|---------------------|----------------------------------|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|--|
| I Oniv                                                      | UNITED                                 | STATES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                             |                                        |                     |                                  | GE C    | OMMISSION                                                                                     | OIVID                                                                | 3235-028                                                          |  |
| Check th                                                    | is box                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Wasl                                                        | hington, l                             | D.C. 205            | 549                              |         |                                                                                               | Number:                                                              | January 31                                                        |  |
| if no long                                                  |                                        | IENT O                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | F CHANG                                                     | CES IN B                               | ENEFI               | CIAL (                           | OWN     | ERSHIP OF                                                                                     | Expires:                                                             | 200                                                               |  |
| subject to<br>Section 1<br>Form 4 o                         | 16.                                    | ILIVI O                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                             | SECURI                                 |                     | CIAL                             | OWI     | CERSIII OF                                                                                    | Estimated a burden hou response                                      | irs per                                                           |  |
| Form 5 obligation may continued See Instruction 1(b).       | ns Section 17(a                        | a) of the                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                             | lity Holdi                             | ing Com             | pany A                           | Act of  | e Act of 1934,<br>1935 or Section                                                             | on                                                                   |                                                                   |  |
| (Print or Type I                                            | Responses)                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                             |                                        |                     |                                  |         |                                                                                               |                                                                      |                                                                   |  |
| 1. Name and Address of Reporting Person * STRATMANN GAYLE G |                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Symbol                                                      |                                        |                     |                                  |         |                                                                                               | Reporting Person(s) to                                               |                                                                   |  |
|                                                             |                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | [ENR]                                                       | ZER HO                                 | LDINGS              | SINC                             |         | (Check all applicable)                                                                        |                                                                      |                                                                   |  |
| (Last) (First) (Middle) ENERGIZER HOLDINGS,                 |                                        | Middle)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 3. Date of Earliest Transaction (Month/Day/Year) 11/30/2010 |                                        |                     |                                  |         | Director 10% Owner X Officer (give title Other (specify below) below)                         |                                                                      |                                                                   |  |
|                                                             | MARYVILLE                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 11/30/20                                                    | 10                                     |                     |                                  |         | VP, GEI                                                                                       | NERAL COUN                                                           | SEL                                                               |  |
|                                                             | (Street)                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 4. If Amen<br>Filed(Mont                                    | dment, Date<br>h/Day/Year)             | e Original          |                                  |         | 6. Individual or Jo Applicable Line) _X_ Form filed by Form filed by M                        | One Reporting Pe                                                     | erson                                                             |  |
| ST. LOUIS,                                                  | , MO 63141                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                             |                                        |                     |                                  |         | Person                                                                                        | viole man one Re                                                     | porting                                                           |  |
| (City)                                                      | (State)                                | (Zip)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Table                                                       | I - Non-De                             | erivative S         | Securities                       | es Acqu | iired, Disposed o                                                                             | f, or Beneficial                                                     | lly Owned                                                         |  |
| 1.Title of<br>Security<br>(Instr. 3)                        | 2. Transaction Dat<br>(Month/Day/Year) | Execution Execut | emed<br>ion Date, if<br>n/Day/Year)                         | 3.<br>Transactic<br>Code<br>(Instr. 8) | Disposed (Instr. 3, | (A) or d of (D) 4 and 5)  (A) or | ) (     | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock           |                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                             | Code V                                 | Amount              | (D) I                            |         | 3,376                                                                                         | D                                                                    |                                                                   |  |
| Energizer<br>Holdings,<br>Inc.<br>Common<br>Stock           |                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                             |                                        |                     |                                  |         | 3,461                                                                                         | I                                                                    | By 401(k)                                                         |  |

OMB APPROVAL

#### Edgar Filing: STRATMANN GAYLE G - Form 4

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<br>Derivative<br>Security<br>(Instr. 3)            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transact<br>Code<br>(Instr. 8) | ction<br>3) | 5. Numb<br>Derivative<br>Securities<br>Acquired<br>or Dispo<br>of (D)<br>(Instr. 3,<br>and 5) | es<br>ed (A)<br>osed | 6. Date Exercisable<br>Date<br>(Month/Day/Year) |                       | 7. Title and<br>Underlying<br>(Instr. 3 an |
|----------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------|-----------------------------------------------------------------------------------------------|----------------------|-------------------------------------------------|-----------------------|--------------------------------------------|
|                                                                |                                                                       |                                         |                                                             | Code V                               | V           | (A)                                                                                           | (D)                  | Date Exercisable                                | Expiration Date       | Title                                      |
| Phantom Stk<br>Units in<br>Deferred<br>Compensation<br>Plan CM | \$ 0                                                                  | 11/30/2010                              |                                                             | A                                    |             | 1,481                                                                                         |                      | <u>(1)</u>                                      | <u>(2)</u>            | Energize Holding Inc. Commo                |
| Phantom Stk<br>Units in<br>Deferred<br>Compensation<br>Plan CM | \$ 0                                                                  | 11/30/2010                              |                                                             | F                                    |             |                                                                                               | 21 (3)               | <u>(2)</u>                                      | (2)                   | Energize Holding Inc. Commo Stock          |
| Phantom Stock<br>Units in<br>Deferred<br>Compensation<br>Plan  | \$ 0                                                                  | 11/30/2010                              |                                                             | A                                    |             | 5,925                                                                                         |                      | <u>(4)</u>                                      | <u>(2)</u>            | Energize Holding Inc. Commo                |
| Non-Qualified<br>Stock Option<br>10/12/09                      | \$ 65.63                                                              |                                         |                                                             |                                      |             |                                                                                               |                      | 10/12/2012 <u>(5)</u>                           | 10/11/2019            | Energize Holding Inc. Commo                |
| Non-Qualified<br>Stock Option<br>10/19/04                      | \$ 46.13                                                              |                                         |                                                             |                                      |             |                                                                                               |                      | 10/19/2005 <u>(6)</u>                           | 10/18/2014 <u>(6)</u> | Energize Holding Inc. Commo                |
| Phantom Stock<br>Units in<br>Executive                         | \$ 0                                                                  |                                         |                                                             |                                      |             |                                                                                               |                      | <u>(2)</u>                                      | (2)                   | Energize<br>Holding<br>Inc.                |

# Edgar Filing: STRATMANN GAYLE G - Form 4

Savings

| Savings<br>Investment<br>Plan                    |      |                |                | Stock                                         |
|--------------------------------------------------|------|----------------|----------------|-----------------------------------------------|
| Restricted<br>Stock<br>Equilvalents<br>2/6/09    | \$ 0 | <u>(7)</u>     | <u>(7)</u>     | Energize<br>Holding<br>Inc.<br>Commo<br>Stock |
| Restricted<br>Stock Equiv.<br>11/1/10 PB         | \$ 0 | (8)            | (8)            | Energize<br>Holding<br>Inc.<br>Commo<br>Stock |
| Restricted<br>Stock Equiv.<br>11/1/10 TB         | \$ 0 | <u>(9)</u>     | <u>(9)</u>     | Energize Holding Inc. Commo Stock             |
| Restricted<br>Stock<br>Equivalent<br>10/10/07    | \$ 0 | (10)           | (10)           | Energize<br>Holding<br>Inc.<br>Commo<br>Stock |
| Restricted<br>Stock<br>Equivalent<br>10/12/09 PB | \$ 0 | (11)           | <u>(11)</u>    | Energize Holding Inc. Commo Stock             |
| Restricted<br>Stock<br>Equivalent<br>10/12/09 TB | \$ 0 | (12)           | (12)           | Energize Holding Inc. Commo Stock             |
| Restricted<br>Stock<br>Equivalent<br>10/13/08    | \$ 0 | (13)           | <u>(13)</u>    | Energize Holding Inc. Commo                   |
| Restricted<br>Stock<br>Equivalent<br>10/19/04    | \$ 0 | <u>(14)</u>    | <u>(14)</u>    | Energize Holding Inc. Commo                   |
| Restricted<br>Stock<br>Equivalents               | \$ 0 | 05/19/2006(15) | 05/19/2012(15) | Energize<br>Holding<br>Inc.                   |
|                                                  |      |                |                |                                               |

Commo

5/19/03

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

VP, GENERAL COUNSEL

Commo Stock

### **Signatures**

GAYLE G. STRATMANN

12/02/2010

\*\*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).
- 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.
- (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (3) Mandatory tax withholding on vesting of 2007 Company match.
- (4) Deferral of Reporting Person's annual 2010 cash bonus into Energizer phantom stock units in Deferred Compensation Plan.
- (5) 100% exercisable on October 12, 2012 as long as Recipient is still employed on said date. Options will also become exercisable upon the Recipient's death or disability, and in the event of a change of control of the Company occurring on or after November 1, 2011.
- (6) Exercisable at a rate of 25% per year commencing October 19, 2005.
- Vesting of performance RSEs granted 2/6/09 was contingent upon achievement of Company and individual performance goals for fiscal year 2009. Following fiscal year end, 2,674 equivalents vested and were deferred until retirement in accordance with Reporting Person's deferral election. The remaining 6,529 equivalents were forfeited in accordance with the terms of the performance award.
  - 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
- (8) 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.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 11/1/2013 as long as Recipient (9) 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.
  - 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
- (10) 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.

Reporting Owners 4

#### Edgar Filing: STRATMANN GAYLE G - Form 4

- 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2012, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/09 and 9/30/12, proportionately increasing in 1/10th of 1% increments up to
- (11) 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.
- Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 as long as

  (12) 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.
  - 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
- (13) 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.
- Restricted Stock Equivalents would otherwise have converted 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 but Reporting Person elected to defer conversion until retirement or other termination. Upon vesting, on the Transaction Date indicated, equivalents were withheld in satisfaction of applicable federal and state taxes.
- Restricted Stock Equivalents 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.