

Spectrum Brands, Inc.
Form 3
September 05, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Williams David B. | | (Month/Day/Year) | Spectrum Brands, Inc. [SPC] | |
| (Last) | (First) | (Middle) | 06/11/2008 | |
| 860 CANAL STREET,Â 3RD FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| STAMFORD,Â CTÂ 06902 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 5,148,002 | I | By Cookie Jar LLC |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------|------------------|-----------------|---------------------|----------------------------|------|----------------------------|-------------------------|
| SPX XA (DEC 5 PUT) | 06/11/2008 | 12/05/2008 | SPC Common Stock | 124,000 | \$ 5 | I | By Williams Trading LLC |
| SPX XA (DEC 5 PUT) | 06/12/2008 | 12/05/2008 | SPC Common Stock | 139,800 | \$ 5 | I | By Williams Trading LLC |
| SPX XA (DEC 5 PUT) | 06/13/2008 | 12/05/2008 | SPC Common Stock | 10,000 | \$ 5 | I | By Williams Trading LLC |
| SPX XA (DEC 5 PUT) | 06/25/2008 | 12/05/2008 | SPC Common Stock | 40,500 | \$ 5 | I | By Williams Trading LLC |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams David B. 860 CANAL STREET 3RD FLOOR STAMFORD, CT 06902 | | | X | |

Signatures

/s/ David B. Williams 09/05/2008

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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Remarks:

The address of Cookie Jar LLC is 860 Canal St., 3rd Floor, Stamford, CT 06902. The sale of derivative securities listed in Table II created a call equivalent in the underlying shares of common stock. Reporting Person was not made aware of the resulting filing requirements until just recently.

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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