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| SESCLEIFE Form 4 | ER DANIEL J | | | | | | | | | |
|---|---|--|--------------------------------------|---------------------------|---------------|-------------------|---|--|--|---|
| November 0 | 94, 2004 | | | | | | | | | |
| FORM | 4 | ~~ | | | | ~ | | | OMB AP | PROVAL |
| . • | RITIES A shington | | | NGE CO | MMISSION | OMB Number: | 3235-0287 | | | |
| Check th if no lon subject t Section Form 4 o Form 5 | ger STATEN o STATEN 16. or | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, | | | | | | | Expires: Estimated a burden hour response | |
| obligatic may con <i>See</i> Instr 1(b). | tinue. Section 170 | (a) of the l | Public U | tility Hol | ding Con | npan | - | 935 or Section | | |
| (Print or Type) | Responses) | | | | | | | | | |
| SESCLEIFER DANIEL J Symbol ENERC | | | er Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) (| Middle) | [ENR] | f Earliest T | ransaction | | | Director | 10% | Owner |
| ENERGIZE INC., 533 M | ER HOLDINGS, MARYVILLE TY DRIVE | | | Day/Year) | Tansaction | | be | Officer (give t elow) EXECUTIVE VI | itle Other below) | r (specify |
| ST. LOUIS | (Street) | | | endment, D nth/Day/Yea | - | 1 | A | Individual or Join pplicable Line) X_ Form filed by Ou Form filed by Mo erson | ne Reporting Per | son |
| (City) | (State) | (Zip) | Tab | le I - Non-I | Dorivativa | Socur | | ed, Disposed of, | or Bonoficiall | v Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | ied Date, if | 3. Transactic Code | | ies Ac ed of (| equired (A) (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Energizer Holdings, | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Inc. Common Stock | 11/02/2004 | | | S | 10,000 (1) | D | \$ 47 | 5,132 | D | |
| Energizer Holdings, Inc. Common Stock | 11/02/2004 | | | М | 10,000 (1) | A | \$ 21.0625 | 15,132 | D | |

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| Energizer | | | |
|-----------|-----|---|--------|
| Holdings, | | | Der |
| Inc. | 418 | Ι | By |
| Common | | | 401(k) |
| Stock | | | |

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 Secu Acqu or Di (D) | rities uired (A) isposed of r. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Ar Underlying Se (Instr. 3 and 4) |
|--|---|---|---|--|---|---|--|--------------------|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option 11/20/00 | \$ 21.0625 | 11/02/2004 | | М | | 10,000 (1) | 11/20/2001 | 11/19/2010 | Energizer Holdings, Inc. Common Stock |
| Non-Qualified Stock Option 10/19/04 | \$ 46.13 | | | | | | 10/19/2005 <u>(2)</u> | 10/18/2014 | Energizer Holdings, Inc. 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 | \$ 0 | | | | | | (5) | (5) | Energizer Holdings, |

| Deferred Compensation Plan | | | | Inc. Common Stock |
|---|------|------------|------------|---|
| Phantom Stock Units in Executive Savings Investment Plan | \$ 0 | <u>(5)</u> | (5) | 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 Equivalents 5/19/03 | \$ 0 | <u>(7)</u> | <u>(7)</u> | Energizer Holdings, Inc. Common Stock |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | |
|--|----------|---------------|--------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| SESCLEIFER DANIEL J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRI ST. LOUIS, MO 63141 | VE | | EXECUTIVE VICE PRESIDENT & CFO | | | | |
| Signatures | | | | | | | |
| DANIEL J. SESCLEIFER 11/03/20 | 04 | | | | | | |

**Signature of Reporting Date 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) 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 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) Company match on deferrals into Energizer phantom stock units in Deferred Compensation Plan vests 3 years from grant, provided match deferral remains in units for a period of one year.
- (5) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (6) 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

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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.

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,

(7) 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.