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CONRAD PE' Form 4	TER J								
February 10, 2	2009								
FORM	4			ID EVO	TT A N 1				PPROVAL
	UNITED 5	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed purst ue. Section 17(a)	uant to Section 16) of the Public Uti	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940					Expires: January 31, 2005 Estimated average burden hours per response 0.5 n	
(Print or Type Re	sponses)								
1. Name and Add CONRAD PE	dress of Reporting Po ETER J	Symbol	Name and T		-		5. Relationship of Issuer (Chec	Reporting Per	
(Last) ENERGIZER INC., 533 MA UNIVERSIT	HOLDINGS, ARYVILLE	iddle) 3. Date of (Month/Da 02/06/20	-	nsaction			Director X Officer (give below) VICE F		6 Owner er (specify HR
ST. LOUIS, N	(Street) MO 63141		adment, Date h/Day/Year)	e Original			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M Person		erson
(City)	(State) (Z	Zip) Table	I - Non-De	rivative S	ecuriti	ies Acq	juired, Disposed of	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. Securit nAcquired Disposed (Instr. 3,	ties (A) or of (D) 4 and 5 (A) or	r)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of
Energizer Holdings, Inc. Common Stock							5,065	D	
Energizer Holdings, Inc. Common Stock							5,888	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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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. 5. Number Transaction of Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)
				Code V	(A) (L	Date Exercisable	Expiration Date	A Title N or
Restricted Stock Equilvalents 2/6/09	\$ 0	02/06/2009		A	7,002	<u>(1)</u>	<u>(1)</u>	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
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					(3)	<u>(4)</u>	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0					(5)	<u>(5)</u>	Energizer Holdings, Inc. 2 Common Stock
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(4)</u>	(4)	Energizer Holdings, Inc. Common Stock
Restricted	\$ 0					(6)	(6)	Energizer

Stock Equivalent 10/10/07				Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/13/08	\$ 0	<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. I Common Stock
Restricted Stock Equivalent 10/9/06	\$ 0	<u>(8)</u>	<u>(8)</u>	Energizer Holdings, Inc. I Common Stock
Restricted Stock Equivalents 5/19/03	\$ 0	<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. I Common Stock

Reporting Owners

Reporting Owner Name / Address			Relationships	
reporting o where i dance i read coo	Director	10% Owner	Officer	Other
CONRAD PETER J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			VICE PRESIDENT - HR	
Signatures				

PETER J. CONRAD

02/09/2009

**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).
- Performance based restricted stock equivalent awards will vest on November 16, 2009 contingent upon achievement of the individual and (1) Company performance targets for fiscal year 2009 applicable to the Company's 2009 Annual Bonus Program. Equivalents that do not vest will be forfeited.
- (2) Exercisable at a rate of 25% per year commencing October 19, 2005.

Company match on deferrals of 2008 bonus payment into Energizer phantom stock units in Deferred Compensation Plan vest 3 years (3) 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.
- (4) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.

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(5) Withholding taxes associated with deferral of 2008 cash bonus.

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

(6) 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.

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%

(7) 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.

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

(8) 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.

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

 (9) Reporting Ferson elects to deter conversion and remember of other termination, of amess determa 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.