

Armstrong Bill G
Form 4
January 04, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Armstrong Bill G

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)

138 PARKSIDE DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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. AUGUSTINE, FL 32095

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount (D) Price			
Energizer Holdings, Inc. Common Stock					1,000	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock Units in Deferred Compensation Plan	\$ 0	12/31/2010		A	295 (1)	(2) (2)	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	12/31/2010		A	393 (3)	(2) (2)	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	12/31/2010		A	1,372 (4)	(2) (2)	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 1/25/05	\$ 55.2					01/25/2006 ⁽⁵⁾ 01/24/2015	Energizer Holdings, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armstrong Bill G 138 PARKSIDE DRIVE ST. AUGUSTINE, FL 32095	X			

Signatures

BILL G
ARMSTRONG 01/04/2011

__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) Deferral of annual retainer and meeting fees into ENR Stock Equivalent Fund of Deferred Compensation Plan.
- (2) Phantom stock units are payable in cash following termination of the Reporting Person's Service on the Board of Directors of Energizer Holdings, Inc.
- (3) Company match with respect to deferrals made during 2010, under the terms of the Deferred Compensation Plan.
- (4) Annual grant of ENR stock equivalents valued at \$100,000 in Deferred Compensation Plan which is credited each year as of December 31st.
- (5) Exercisable at a rate of 20% per year commencing January 25, 2006.

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.