#### CONRAD PETER J

Form 4

December 03, 2012

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

OMB

Expires:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

**OMB APPROVAL** 

Section 16. Form 4 or

**SECURITIES** 

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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

response... 0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CONRAD PETER J

**ENERGIZER HOLDINGS INC** 

(Check all applicable)

VICE PRESIDENT - HR

[ENR]

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

ENERGIZER HOLDINGS.

INC., 533 MARYVILLE UNIVERSITY DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

11/30/2012

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

below)

ST. LOUIS, MO 63141

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3, 4 and 5)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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)		ve es d (A) esed	6. Date Exercisab Expiration Date (Month/Day/Year		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title A
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	11/30/2012		A	1,007 (1)		(2)	(2)	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$0	11/30/2012		F		9 (3)	<u>(2)</u>	(2)	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	11/30/2012		A	4,028 (4)		<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	11/30/2012		F		85 (5)	<u>(2)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 10/12/09	\$ 65.63						10/12/2012 <u>(6)</u>	10/11/2019	Energizer Holdings, Inc. Common Stock
Restricted Stock Equiv. 11/1/10 PB	\$ 0						<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equiv. 11/1/10 TB	\$ 0						<u>(8)</u>	<u>(8)</u>	Energizer Holdings, Inc. Common Stock
	\$0						(9)	(9)	

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Restricted Stock Equivalent 10/13/08				Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 11/7/11 PB	\$ 0	(10)	(10)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 11/7/11 TB	\$ 0	(11)	(11)	Energizer Holdings, Inc. Common Stock

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

CONRAD PETER J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141

**VICE PRESIDENT - HR** 

### **Signatures**

Reporting Person

PETER J.
CONRAD

\*\*Signature of 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 2012 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) Withholding taxes associated with vesting of 2009 Company match.
- (4) Deferral of Reporting Person's annual 2012 cash bonus into Energizer phantom stock units in Deferred Compensation Plan valued at market close on November 15, 2012.
- (5) Required tax withholding on deferral of 2012 bonus credited to the deferred compensation plan on November 30, 2012, valued at market close on November 15, 2012.
- (6) 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.
- (7) 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

Reporting Owners 3

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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 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 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.
    - 16.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2014, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/11 and 9/30/14, proportionately increasing in 1/10th of 1% increments up to
- (10) 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 11/7/2014 as long as Recipient (11) 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.

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.