#### HOOVER R DAVID

Form 4

December 14, 2012

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Section 16.

Form 4 or
Form 5

Filed pursuant to Section 16(a) of the Secur
obligations

Section 17(a) of the Public Utility Holding Co

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOOVER R DAVID			2. Issuer Name <b>and</b> Ticker or Trading Symbol ENERGIZER HOLDINGS INC [ENR]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) ENERGIZEI	(First)	(Middle) VILLE	3. Date of (Month/Da 12/12/20	•	nsaction		X Director Officer (gives below)		Owner (specify		
UNIVERSIT											
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ST. LOUIS,	MO 63141						Form filed by Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executi any	emed ion Date, if /Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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)		
Energizer Holdings, Inc. Common Stock							5,000	D			
Energizer Holdings, Inc. Common Stock							2,000	I	by Spouse		

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

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SEC 1474 (9-02)

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 Transactionof Code Derivative (Instr. 8) Securities Acquired (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 Securities I (Instr. 3 and 4) S	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units in Deferred Compensation Plan	\$ 0	12/12/2012		A	139 (1)	(2)	(2)	Energizer Holdings, Inc. Common Stock	139
Restricted Stock Equivalents	\$ 0					(3)	(3)	Energizer Holdings, Inc. Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HOOVER R DAVID ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141



**Signatures** 

R. DAVID HOOVER 12/14/2012

\*\*Signature of Date Reporting Person

Reporting Owners 2

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## **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) Dividend equivalent payment credited to the Reporting Person's balance in the Energizer stock fund of the Company's deferred compensation plan in the form of additional units.
- (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) Restricted stock equivalents are vested and will convert into shares of Energizer Common Stock upon Reporting Person's retirement or other termination of service on the Board.

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.