

CONRAD PETER J

Form 4

March 08, 2005

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CONRAD PETER J

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)  
ENERGIZER HOLDINGS,  
INC., 533 MARYVILLE  
UNIVERSITY DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VICE PRESIDENT - HR

ST. LOUIS, MO 63141

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

(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)
			Code	V	Amount	(A) or (D)	Price
Energizer Holdings, Inc. Common Stock	02/15/2005		I		2,074	D	\$ 60.57
					0		
						I	By 401(k)

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  
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displays a currently valid OMB control**

SEC 1474  
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of S
Phantom Stock Units in Executive Savings Investment Plan	\$ 0	02/15/2005		I	789	(1) (1)	Energizer Holdings, Inc. Common Stock 7
Phantom Stock Units in Executive Savings Investment Plan	\$ 0	02/18/2005		I	338	(1) (1)	Energizer Holdings, Inc. Common Stock 3
Non-Qualified Stock Option 5/08/00	\$ 17					05/08/2001 05/07/2010	Energizer Holdings, Inc. Common Stock 50
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005(2) 10/18/2014	Energizer Holdings, Inc. Common Stock 7,
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					(1) (1)	Energizer Holdings, Inc. Common Stock 2,
Phantom Stock Units in Deferred Compensation	\$ 0					(1) (1)	Energizer Holdings, Inc. Common 1,

Plan

Restricted  
Stock  
Equivalent  
10/19/04

\$ 0

(3)(3)

Stock  
  
Energizer  
Holdings,  
Inc.  
Common  
Stock

3,

Restricted  
Stock  
Equivalents  
5/19/03

\$ 0

(4)(4)

Energizer  
Holdings,  
Inc.  
Common  
Stock

20

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

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

03/08/2005

    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) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.

(2) Exercisable at a rate of 25% per year commencing October 19, 2005.

(3) 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 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.

(4) 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, 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 forfeiture 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.

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