

ENERGIZER HOLDINGS INC

Form 4

October 21, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCCLANATHAN JOSEPH W

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)  
10/19/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
PRES. & CEO ENERGIZER BATTERY

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)
Energizer Holdings, Inc. Common Stock	10/19/2005		F	1,062 (1)	D \$ 50.99	1,438	D
Energizer Holdings, Inc. Common Stock					3,777	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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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. 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option 5/08/00	\$ 17					05/08/2001 05/07/2010	Energizer Holdings, Inc. Common Stock 50,0
Non-Qualified Stock Option 1/26/04	\$ 42.9					01/26/2005 <sup>(2)</sup> 01/25/2014	Energizer Holdings, Inc. Common Stock 50,0
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 <sup>(3)</sup> 10/18/2014	Energizer Holdings, Inc. Common Stock 20,0
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005 <sup>(4)</sup> 09/22/2012	Energizer Holdings, Inc. Common Stock 50,0
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					(5) (5)	Energizer Holdings, Inc. Common Stock 5,4
	\$ 0					(5) (5)	9,90

Phantom Stock Units in Deferred Compensation Plan					Energizer Holdings, Inc. Common Stock	
Phantom Stock Units in Executive Savings Investment Plan	\$ 0		(5)	(5)	Energizer Holdings, Inc. Common Stock	3,500
Phantom Units in DCP - Performance	\$ 0		(6)	(5)	Energizer Holdings, Inc. Common Stock	26,000
Restricted Stock Equivalent 10/19/04	\$ 0		(7)	(7)	Energizer Holdings, Inc. Common Stock	7,500
Restricted Stock Equivalents	\$ 0		(8)	(8)	Energizer Holdings, Inc. Common Stock	30,000
Restricted Stock Equivalents 5/19/03	\$ 0		(9)	(9)	Energizer Holdings, Inc. Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLANATHAN JOSEPH W ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			PRES. & CEO ENERGIZER BATTERY	

## Signatures

JOSEPH W.  
MCCLANATHAN

10/20/2005

\_\_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).

In accordance with terms of Restricted Stock Equivalent Award Agreement between Energizer Holdings, Inc. and Reporting Person, ENR

- (1) stock equivalents previously credited to Reporting Person vested and converted into shares of ENR stock, except for the value of equivalents withheld for taxes due upon payment of the award to Reporting Person.
- (2) Exercisable at a rate of 20% per year commencing 1/26/05.
- (3) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (4) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (5) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.  
25% of phantom stock units granted will vest on 10/11/08, 25% will vest in November, 2008, 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 at that time only if CAGR equals or exceeds 15% (with incremental vesting between 10 and 15%). All units that do not vest will be forfeited.
- (6) 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.
- (7) Restricted stock equivalents will convert into shares of Energizer Common Stock three years from the date of grant 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 terminates employment within three years of grant.
- (8) 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.
- (9)

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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