Lumley David R Form 4 October 08, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

10% Owner

Other (specify

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

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

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Lumley David R Symbol

Spectrum Brands Holdings, Inc.

[SPB]

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

10/01/2010

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

CEO & Pres. GBPC H&G

C/O SPECTRUM BRANDS

HOLDINGS, INC., 601 RAYOVAC DRIVE

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_\_ Director

X\_ Officer (give title

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

D

MADISON, WI 53711

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 4. Securities Acquired Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct (Month/Day/Year) (Instr. 8) Owned (D) or Following Indirect (I) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Price

Code V Amount (D) Common 52,475

10/01/2010 Stock

F D

27.37

116,192 (2)

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

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)

#### Edgar Filing: Lumley David R - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lumley David R C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE MADISON, WI 53711

X CEO & Pres. GBPC H&G

# **Signatures**

/s/ David R. 10/06/2010 Lumley

\*\*Signature of Date
Reporting Person

## **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) Represents 52,475 shares of Spectrum Brands Holdings common stock withheld to satisfy Mr. Lumley's tax withholding obligation upon the vesting of 125,000 shares of restricted stock.
- (2) Amount includes 41,667 shares of restricted stock scheduled to vest on October 1, 2011 if Mr. Lumley is employed by Spectrum Brands Holdings on such date.

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.

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