

STRATMANN GAYLE G

Form 4

December 29, 2009

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 *
STRATMANN GAYLE G

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)
12/22/2009

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
VP, GENERAL COUNSEL

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. 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	12/22/2009		G	V 60 D \$ 0	3,386	D	
Energizer Holdings, Inc. Common Stock	12/24/2009		G	V 10 D \$ 0	3,376	D	

Energizer
Holdings,
Inc.
Common
Stock

3,356

I

By 401(k)

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 Am Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 10/12/09	\$ 65.63					10/12/2012 ⁽¹⁾	10/11/2019	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 ⁽²⁾	10/18/2014 ⁽²⁾	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					⁽³⁾	⁽³⁾	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0					⁽³⁾	⁽³⁾	Energizer Holdings, Inc. Common Stock

Phantom Stock Units in Executive Savings Investment Plan	\$ 0	(3)	(3)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 2/6/09	\$ 0	(4)	(4)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/10/07	\$ 0	(5)	(5)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/12/09 PB	\$ 0	(6)	(6)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/12/09 TB	\$ 0	(7)	(7)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/13/08	\$ 0	(8)	(8)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/19/04	\$ 0	(9)	(9)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 5/19/03	\$ 0	05/19/2006 ⁽¹⁰⁾	05/19/2012 ⁽¹⁰⁾	Energizer Holdings, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

STRATMANN GAYLE G
ENERGIZER HOLDINGS, INC.
533 MARYVILLE UNIVERSITY DRIVE
ST. LOUIS, MO 63141

VP, GENERAL COUNSEL

Signatures

GAYLE G.
STRATMANN

12/28/2009

__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) 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.
- (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (3) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
- (4) Vesting of performance RSEs granted 2/6/09 was contingent upon achievement of Company and individual performance goals for fiscal year 2009. Following fiscal year end, 2,674 equivalents vested and were deferred until retirement in accordance with Reporting Person's deferral election. The remaining 6,529 equivalents were forfeited in accordance with the terms of the performance award.
- 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/10/10. An additional 5% will vest and convert into shares of ENR Common Stock in November, 2010, only if CAGR in earnings per share equals or exceeds 8% for the period between 9/30/07 and 9/30/10; that percentage will be 15% if CAGR for the period equals or exceeds 9%, and 25% if CAGR for the period equals or exceeds 10%. The remaining 50% of RSE granted will vest in its entirety and convert into shares of ENR Common Stock only if CAGR for the period equals or exceeds 15% (with incremental vesting between 11% and 15%). All RSE will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.
- (5) 12.5% of Restricted Stock Equivalents will vest and convert into shares of ENR common stock in November, 2012, only if CAGR in EPS equals or exceeds 5% for the period between 9/30/09 and 9/30/12, proportionately increasing in 1/10th of 1% increments up to 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.
- (6) Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/12/2012 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.
- (7) 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.
- (8) Restricted Stock Equivalents would otherwise have converted 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 but Reporting Person elected to defer conversion until retirement or other termination. Upon vesting, on the Transaction Date indicated, equivalents were withheld in satisfaction of applicable federal and state taxes.
- (9) Restricted Stock Equivalents 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.
- (10)

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