

Edgar Filing: RAYOVAC CORP - Form 4

RAYOVAC CORP  
 Form 4  
 October 03, 2002  
 FORM 4

[ ] Check this box if no longer  
 subject to Section 16. Form 4  
 or Form 5 obligations may continue.  
 See Instruction 1(b).

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

OMB APPROVAL
OMB NUMBER: 3235-0287
EXPIRES:
JANUARY 31, 2005
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE ... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person\*

Cancio	Luis	A.
(Last)	(First)	(Middle)
c/o Rayovac Corporation, 601 Rayovac Drive		
(Street)		
Madison	Wisconsin	53711
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Rayovac Corporation (ROV)

3. I.R.S. Identification Number of Reporting Person, if an entity  
 (Voluntary)

4. Statement for Month/Day/Year  
 10/1/2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)
- Executive Vice President - Latin America

7. Individual, or Joint/Group Filing (Check Applicable Line)

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[ x ] Form filed by One Reporting Person  
[ ] Form filed by More than One Reporting Person

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TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,  
OR BENEFICIALLY OWNED

-----

1. Title of Security (Instr. 3)  
Common Stock

-----

2. Transaction Date (Month/Day/Year)  
10/1/2002

-----

2A. Deemed Execution Date, if any (Month/Day/Year)

-----

3. Transaction Code (Instr. 8)  
A

-----

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  
Price:  
28,415 (A)

-----

5. Amount of Securities Beneficially Owned Following Reported  
Transaction(s)  
(Instr. 3 and 4)  
67,264

-----

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  
65,467 (D); 1,797 (I)

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7. Nature of Indirect Beneficial Ownership (Instr. 4)  
See Footnote (1)

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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)  
A. Employee Stock Option (Right to Buy)  
B. Employee Stock Option (Right to Buy)

-----

2. Conversion or Exercise Price of Derivative Security  
A. \$12.20  
B. \$12.20

-----

3. Transaction Date (Month/Day/Year)  
A. 10/1/2002  
B. 10/1/2002

-----

3A. Deemed Execution Date, if any (Month/Day/Year)

-----

4. Transaction Code (Instr. 8)  
A. A  
B. A

-----

5. Number of Derivative Securities Acquired (A) or Disposed of (D)

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(Instr. 3, 4, and 5)

A. Granted option to purchase 25,000 shares of Common Stock (A)

B. Granted option to purchase 25,000 shares of Common Stock (A)

6. Date Exercisable and Expiration Date (Month/Day/Year)

A. See Footnote (2)

B. See Footnote (3)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

A. Common Stock; 25,000 shares

B. Common Stock; 25,000 shares

8. Price of Derivative Securities (Instr. 5)

9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)

A. 25,000

B. 25,000

10. Ownership Form of Derivative Security: Direct(D) or Indirect (I)

(Instr. 4)

A. Direct

B. Direct

11. Nature of Indirect Beneficial Ownership (Instr. 4)

A. Not applicable

B. Not applicable

EXPLANATION OF RESPONSES:

- (1) The reporting person holds 1,797 shares through the Rayovac 401(k) Retirement Savings Plan.
- (2) The option ds 1,797 shares through the Rayovac 401(k) Retirement Savings Plan.
- (2) The option vests and becomes exercisable in equal annual installments over a three-year period that commenced October 1, 2002. The option expires on October 1, 2012.
- (3) The option vests and becomes exercisable in equal annual installments over a three-year period that commenced October 1, 2002, subject to Rayovac's achievement of certain performance goals each year. If any such performance goal is not met, the unvested portion of the option will vest and become exercisable one day prior to its expiration. The option expires on October 1, 2012.

/s/ Tracy S. Wrycha, as attorney-in-fact

November 20, 2002

\*\* SIGNATURE OF REPORTING PERSON

DATE

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

\* 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).

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NOTE: FILE THREE COPIES OF THIS FORM, ONE OF WHICH MUST BE MANUALLY SIGNED. IF SPACE IS INSUFFICIENT, SEE INSTRUCTION 6 FOR PROCEDURE.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Tracy S. Wrycha his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of Rayovac Corporation (the "Company"), any and all Forms 3, 4 and 5 required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of October, 2002.

/s/ Luis A. Cancio  
-----  
Signature

Luis A. Cancio  
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Print or type name

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints James T. Lucke his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer/director of Rayovac Corporation (the "Company"), any and all Forms 3, 4 and 5 required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of November, 2000.

/s/ Luis A. Cancio  
-----  
Signature

Luis A. Cancio  
-----  
Print or type name

r-bottom-width: 1">Reporting Owner Name / AddressRelationships Director 10% Owner Officer Other

1.1

Underwriting Agreement, dated March 1, 2011, by and among the Company, Chesapeake Lodging, L.P. and Deutsche Bank Securities Inc., Wells Fargo Securities, LLC, J.P. Morgan Securities LLC, and KeyBanc Capital Markets Inc., as representatives of the several underwriters named in Schedule I thereto

5.1

Opinion of Hogan Lovells US LLP regarding the legality of the Common Shares being registered

23.1

Consent of Hogan Lovells US LLP (included in Exhibit 5.1) 78ff(a).(1)Restrictions on this grant of restricted stock lapse (a) as to all of the Shares on the date that the Company has achieved an earnings per share of at least \$1.10 calculated on a trailing twelve months basis as of the last day of a quarter, for three consecutive quarters; provided that (i) earnings per share may be normalized in certain circumstances and (ii) the recipient has continuously served as an employee from the date of the award until such date or, (b) if earlier, pursuant to the applicable plan or upon occurrence of a Corporate Change as defined in such plan, provided, in either case, that the employee has been continuously employed by the Company or a subsidiary on such date or the date of such Corporate Change. The shares are subject to forfeiture upon termination of employment prior to the time the restrictions lapse or if the performance restrictions are not met with respect to or prior to the quarter ending June 30, 2008.(2)Direct ownership includes an aggregate of 7,414 shares of restricted stock subject to performance-based restrictions and potential forfeiture, including the shares reported in this transaction.(3)Stock options vest in 1/3 increments on the first, second and third anniversaries of the date of grant, subject to continued employment by the Company or a subsidiary on the applicable date. The first third will vest on June 13, 2006.

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. /TD>

/s/ Eric H. Halvorson

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Eric H. Halvorson

Director

June 15, 2004

/s/ Richard J. Kramer

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Richard J. Kramer

Director

June 15, 2004

/s/ Alan J. Levy

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Alan J. Levy, Ph.D.

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Director

June 15, 2004

*/s/* William J. Mercer

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William J. Mercer

Director

June 15, 2004

*/s/* William C. Meyers,

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William C. Meyers, M.D.

Director

June 15, 2004

*/s/* D. Keith Grossman

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D. Keith Grossman

Director

June 15, 2004

**INDEX TO EXHIBITS**

**Exhibit  
Number**

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4.1	Intuitive Surgical, Inc. 2000 Equity Incentive Plan*
4.2	Intuitive Surgical, Inc. 2000 Employee Stock Purchase Plan*
4.3	Intuitive Surgical, Inc. 2000 Non-Employee Directors Plan*
4.4	Amendment to the Intuitive Surgical 2000 Non-Employee Directors Plan approved June 30, 2003**
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, Independent Auditors
24.1	Power of Attorney (included on signature page of this registration statement)

\* Incorporated by reference to the Company's Registration Statement on Form S-1, as amended (File No. 333-33016), originally filed with the Securities and Exchange Commission on March 22, 2000.

\*\* Incorporated by reference to the Company's Registration Statement on Form S-4, as amended (File No. 333-104093), originally filed with the Securities and Exchange Commission on March 28, 2003.