

Edgar Filing: RAYOVAC CORP - Form 4

RAYOVAC CORP
 Form 4
 December 11, 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*

Carmichael William P.

 (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 12/10/2002

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)

7. Individual, or Joint/Group Filing (Check Applicable Line) 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) 12/10/2002

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

3. Transaction Code (Instr. 8) P

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Price:
5,000 shares purchased at \$13.74 per share (A)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 3 and 4)
5,000

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) Direct

7. Nature of Indirect Beneficial Ownership (Instr. 4) Not applicable.

=====

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 of Underlying Securities (Instr. 3 and 4)

8. Price of Derivative Securities (Instr. 5)

9. Number of Derivative Securities Beneficially Owned Following Reported
Transaction(s)
(Instr. 4)

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

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4)

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

EXPLANATION OF RESPONSES:

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

December 10, 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).

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

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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/ William P. Carmichael

Signature

William P. Carmichael

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 a 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

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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 August, 2002.

/s/ William P. Carmichael

Signature

William P. Carmichael

Print or type name