

ENERGIZER HOLDINGS INC  
 Form 4/A  
 June 24, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HATFIELD DAVID P**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/19/2009**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**PRES & CEO, ENR PERSONAL CARE**

**ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/21/2009**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**ST LOUIS, MO 63141**

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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)**

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| 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 Underlying Security (Instr. 3 and 4) |                            |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |       |
| Restricted Stock Equivalents 5/19/03       | \$ 0   | 05/19/2009                           |  | F                              | <u>69</u><br><u>(1)</u>   | <u>(2)</u>   | <u>(2)</u>  | Energizer Holdings, Inc. Common Stock            | 69                         | \$ 53 |
| Restricted Stock Equivalents 5/19/03       | \$ 0   | 05/19/2009                           |  | F                              | <u>69</u><br><u>(3)</u>   | <u>(2)</u>   | <u>(2)</u>  | Energizer Holdings, Inc. Common Stock            | 69                         | \$ 53 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                 |           |         |       |  |
|--|-------------------------------|-----------|---------|-------|--|
|  | Director                      | 10% Owner | Officer | Other |  |
| HATFIELD DAVID P<br>ENERGIZER HOLDINGS, INC.<br>533 MARYVILLE UNIVERSITY DRIVE<br>ST LOUIS, MO 63141 | PRES & CEO, ENR PERSONAL CARE |           |         |       |  |

## Signatures

DAVID P.  
 HATFIELD                      06/24/2009  
\*\*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) Withholding taxes associated with vesting of leg of award in 2009, conversion of which was deferred until retirement at election of Reporting Person. Upon recalculation of withholding taxes, it was determined that additional shares were required to be withheld.
- (2) 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

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dates, other than upon retirement after attaining age 55.

- (3) Mandatory withholding associated with vesting of portion of award transferred to ex-spouse. Upon recalculation of withholding taxes, it was determined that additional shares were required to be withheld.

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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