

ENERGIZER HOLDINGS INC
Form 10-K/A
March 02, 2006

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

**FORM 10-K/A
(Amendment No. 2)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended September 30, 2005 Commission File No. 001-15401

ENERGIZER HOLDINGS, INC.

**Incorporated in Missouri IRS Employer Identification No. 43-1863181
533 Maryville University Drive, St. Louis, Missouri 63141
Registrant's telephone number, including area code: 314-985-2000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Energizer Holdings, Inc. Common Stock, par value \$.01 per share	New York Stock Exchange, Inc.
Energizer Holdings, Inc. Common Stock Purchase Rights	New York Stock Exchange, Inc.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes: No:

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes: No:

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes: No:

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy statements incorporated by

reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Yes: No:

Indicate by check mark whether the registrant is an accelerated filer.

Yes: No:

Indicate by check mark whether the registrant is a shell company.

Yes: No:

State the aggregate market value of the voting common equity held by nonaffiliates of the Registrant as of the close of business on March 31, 2005, the last day of the Registrant's most recently completed second quarter: \$4,059,847,475.

(Excluded from these figures is the voting stock held by Registrant's Directors and Executive Officers, who are the only persons known to Registrant who may be considered to be its "affiliates" as defined under Rule 12b-2. Registrant does not have a class of non-voting equity securities.)

Number of shares of Energizer Holdings, Inc. Common Stock ("ENR Stock"), \$.01 par value, outstanding as of close of business on November 30, 2005: **65,313,324**.

Explanatory Note

This Amendment No. 2 on Form 10-K/A amends certain portions of the Annual Report on Form 10-K of Energizer Holdings, Inc. ("Energizer") for the fiscal year ended September 30, 2005 as filed with the Securities and Exchange Commission on December 5, 2005, and as amended on February 15, 2006. In response to a telephone request from the Commission's Division of Corporation Finance, we have amended the certifications filed as Exhibits 31(i) and 31(ii) to include a statement on responsibility for internal controls as required by Item 601(b)(31) of Regulation S-K, which is highlighted in the attached certificates. No other amendments have been made, and this Form 10-K/A does not reflect events occurring after the filing of the original Annual Report or modify or update those disclosures affected by subsequent events.

Item 15—Exhibits

(a) The following exhibits (listed by numbers corresponding to the Exhibit Table of Item 601 in Regulation S-K) are filed with this report.

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|--------|--|
| 31(i) | Section 302 Certification of Chief Executive Officer. |
| 31(ii) | Section 302 Certification of Executive Vice President and Chief Financial Officer. |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ENERGIZER HOLDINGS, INC.

By _____
Ward M. Klein
Chief Executive Officer

Date: March 2, 2006

Signature	Title
/s/ Daniel J. Sescleifer Daniel J. Sescleifer	Executive Vice President and Chief Financial Officer
/s/ Mark A. Schafale Mark A. Schafale	Vice President and Controller
/s/ William P. Stiritz William P. Stiritz	Chairman of the Board of Directors
/s/ J. Patrick Mulcahy J. Patrick Mulcahy	Vice Chairman of the Board of Directors
/s/ R. David Hoover R. David Hoover	Director
/s/ John E. Klein John E. Klein	Director
/s/ Richard A. Liddy Richard A. Liddy	Director
/s/ W. Patrick McGinnis W. Patrick McGinnis	Director
/s/ Joe R. Micheletto Joe R. Micheletto	Director
/s/ Pamela Nicholson Pamela Nicholson	Director
/s/ John R. Roberts John R. Roberts	Director
/s/ John C. Hunter John C. Hunter	Director
/s/ Bill G. Armstrong Bill G. Armstrong	Director