

CONRAD PETER J
Form 4
October 22, 2008

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 *
CONRAD PETER J

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)
10/20/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT - HR

ENERGIZER HOLDINGS,
INC., 533 MARYVILLE
UNIVERSITY DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
			Code	V Amount (D) Price			
Energizer Holdings, Inc. Common Stock	10/20/2008		F	244 ⁽¹⁾ D \$ 61	5,065	D	
Energizer Holdings, Inc. Common Stock					5,885	I	By 401(k)

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 ⁽²⁾ 10/18/2014	Energizer Holdings, Inc. Common Stock 5,23
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					<u>(3)</u> <u>(3)</u>	Energizer Holdings, Inc. Common Stock 1,07
Phantom Stock Units in Deferred Compensation Plan	\$ 0					<u>(3)</u> <u>(3)</u>	Energizer Holdings, Inc. Common Stock 4,23
Phantom Stock Units in Executive Savings Investment Plan	\$ 0					<u>(3)</u> <u>(3)</u>	Energizer Holdings, Inc. Common Stock 3,6
Phantom Units in DCP - Performance	\$ 0					<u>(4)</u> <u>(3)</u>	Energizer Holdings, Inc. Common Stock 9,94

Restricted Stock Equivalent 10/10/07	\$ 0	(5)	(5)	Energizer Holdings, Inc. Common Stock	8,000
Restricted Stock Equivalent 10/13/08	\$ 0	(6)	(6)	Energizer Holdings, Inc. Common Stock	12,000
Restricted Stock Equivalent 10/9/06	\$ 0	(7)	(7)	Energizer Holdings, Inc. Common Stock	10,000
Restricted Stock Equivalents 5/19/03	\$ 0	(8)	(8)	Energizer Holdings, Inc. Common Stock	13,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONRAD PETER J ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141			VICE PRESIDENT - HR	

Signatures

PETER J.
CONRAD

10/21/2008

**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).

- In accordance with terms of Restricted Stock Equivalent Award Agreement between Energizer Holdings, Inc. and Reporting Person, ENR
- (1) stock equivalents previously credited to Reporting Person vested and immediately converted into shares of ENR stock. Shares of ENR stock were then withheld for taxes due upon conversion.
 - (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) 25% of phantom stock units granted will vest on 10/11/08, 25% will vest in November, 2008, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All units that do not vest will be

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forfeited.

- 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.

- 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.

- 25% of Restricted Stock Equivalents granted will vest and convert into shares of Energizer Common Stock on 10/9/09, 25% will vest and convert into shares of Energizer Common Stock in November, 2009, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety and convert into shares of Energizer Common Stock at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All equivalents will also vest and convert into shares of Energizer Common Stock upon the reporting person's death, involuntary termination (other than for cause) or Change in Control of the Company. All equivalents that do not vest will be forfeited.

- Restricted Stock Equivalents will 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.

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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