

ENERGIZER HOLDINGS, INC.
 Form 4
 July 10, 2015

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 *
 Drath Susan K

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)
 07/08/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief HR Officer

C/O 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)
				(A) or (D) Price			
Common Stock	07/08/2015		A	1,914 A \$ 0	1,914	D	

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Equivalent 11/13/2014 TB	\$ 0	07/08/2015		A ⁽¹⁾	8,757	⁽²⁾ ⁽²⁾	Common Stock	8,757
Restricted Stock Equivalent 11/06/2013 TB	\$ 0	07/08/2015		A ⁽¹⁾	2,309	⁽³⁾ ⁽³⁾	Common Stock	2,309
Restricted Stock Equivalent 12/10/2012 TB	\$ 0	07/08/2015		A ⁽¹⁾	5,312	⁽⁴⁾ ⁽⁴⁾	Common Stock	5,312
Restricted Stock Equivalent 11/07/2011 TB	\$ 0	07/08/2015		A ⁽¹⁾	1,867	⁽⁵⁾ ⁽⁵⁾	Common Stock	1,867
Restricted Stock Equivalent 11/06/2013 TB	\$ 0	07/08/2015		A ⁽¹⁾⁽⁶⁾	6,924	⁽⁷⁾ ⁽⁷⁾	Common Stock	6,924
Restricted Stock Equivalent 07/08/2015 TB	\$ 0	07/08/2015		A	20,956	⁽⁸⁾ ⁽⁸⁾	Common Stock	20,956

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Drath Susan K
C/O ENERGIZER HOLDINGS, INC.
533 MARYVILLE UNIVERSITY DRIVE
ST. LOUIS, MO 63141

Chief HR Officer

Signatures

/s/Susan K.

07/10/2015

Drath

**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).

Pursuant to the Employee Matters Agreement, by and between Edgewell Personal Care Company ("Edgewell") and Energizer Holdings, Inc. ("Energizer"), dated as of June 25, 2015, to reflect the separation of Energizer from Edgewell by means of a pro rata distribution of

- (1) 100% of the outstanding shares of Energizer common stock to Edgewell stockholders of record on June 16, 2015 (the "Separation"), each outstanding restricted stock equivalent award ("RSE") owned by the Reporting Person was adjusted on July 8, 2015 to maintain the intrinsic value of the award.
- (2) RSE will vest and convert into shares of Energizer Common Stock on 11/13/2016 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (3) RSE will vest and convert into shares of Energizer Common Stock on 11/06/2016 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (4) RSE will vest and convert into shares of Energizer Common Stock on 11/05/2015 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.
- (5) RSE will vest and convert into shares of Energizer Common Stock on 11/07/2015 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.

- (6) Each of the Reporting Person's performance-based RSEs that would otherwise have vested in November 2016 contingent on the achievement of certain performance-based criteria was converted into a time-based vesting award in connection with the Separation and will vest and convert into shares of Energizer Common Stock in November 2016.

- (7) RSE will vest and convert into shares of Energizer Common Stock on the date that Energizer releases its earnings report for the fiscal year ending on September 30, 2016 if Reporting Person is employed on said date or all or a portion may vest upon death, disability, change of control or certain termination events.

- (8) One-fifth of the RSE granted will vest and convert into shares of Energizer Common Stock on each of 07/08/2016, 07/08/2017, 07/08/2018, 07/08/2019 and 07/08/2020 if Reporting Person is employed on said dates or all or a portion may vest upon death, disability, change of control or certain termination events.

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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