MULCAHY J PATRICK

Form 4

February 02, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

may continue. See Instruction

obligations

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MULCAHY J PATRICK Issuer Symbol **ENERGIZER HOLDINGS INC** (Check all applicable) [ENR] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) ENERGIZER HOLDINGS. 02/01/2005 INC., 533 MARYVILLE UNIVERSITY DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

ST. LOUIS, MO 63141

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Energizer Holdings, Inc. 429,232 D Common

Stock (1) Energizer Holdings,

Ι By 401(k) Inc. 28,983

Common Stock

Edgar Filing: MULCAHY J PATRICK - Form 4

Energizer Holdings,

Inc. 12,611 I by Spouse

Common Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and A Underlying St (Instr. 3 and 4 | ec |
|---|---|---|---|---|---|--|--------------------|---|-------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | A N S |
| Phantom Stk Units in Deferred Compensation Plan CM | \$ 0 | 02/01/2005(2) | | D | 17,422 | <u>(2)</u> | (2) | Energizer Holdings, Inc. Common Stock | |
| Phantom Stock Units in Deferred Compensation Plan | \$ 0 | 02/01/2005(2) | | D | 104,623 | <u>(2)</u> | <u>(2)</u> | Energizer Holdings, Inc. Common Stock |] |
| Phantom Stock Units in Executive Savings Investment Plan | \$0 | 02/01/2005(2) | | D | 98,801 | <u>(2)</u> | (2) | Energizer Holdings, Inc. Common Stock | |
| Non-Qualified Stock Option 5/08/00 | \$ 17 | | | | | 05/08/2001 | 05/07/2010 | Energizer Holdings, Inc. Common Stock | 4 |
| Restricted Stock Equivalent | \$ 0 | | | | | <u>(4)</u> | <u>(4)</u> | Energizer Holdings, Inc. | |

1/25/05 (3) Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MULCAHY J PATRICK ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141



Signatures

J. PATRICK MULCAHY

02/02/2005

**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) 130,000 Restricted Stock Equivalents converted into the same number of shares of Energizer Common Stock upon Reporting Person's retirement as an officer, and converted shares were issued to him.
- Phantom stock units were paid out in cash following termination of Reporting Person's employment with Energizer Holdings, Inc., in accordance with the terms of the benefit plans involved.
 - The grant of restricted stock equivalents was issued as consideration for Reporting Person's covenant not to compete with the issuer for a period of 5 years following his retirement as chief executive officer. The award will vest and convert into shares of Energizer Common
- (3) Stock on January 25, 2010, but will be forfeited if, prior to that date, the Reporting Person engages in conduct which is in violation of the covenant not to compete. The award will, however, immediately vest upon the death or disability of the Reporting Person, and upon a change in control of the issuer.
- (4) Restricted Stock Equivalent will vest and convert into Energizer Holdings, Inc. common stock on January 25, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3