

Rouve Andreas
Form 4
December 20, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Rouve Andreas

2. Issuer Name and Ticker or Trading Symbol
Spectrum Brands Holdings, Inc.
[SPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

MIDDLETON, WI 53562

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/01/2017		M		10,895 A (1)	D	
Common Stock	12/01/2017		F		5,404 (2) D \$ 114.21	D	
Common Stock	12/01/2017		M		5,448 A (3)	D	
Common Stock	12/01/2017		F		2,703 (2) D \$ 114.21	D	
	12/01/2017		M		15,324 A (4)	D	

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Common Stock							
Common Stock	12/01/2017	F	7,601 (5)	D	\$ 114.21	124,873	D
Common Stock	12/01/2017	M	6,488	A	(6)	131,361	D
Common Stock	12/01/2017	F	3,219 (7)	D	\$ 114.21	128,142	D
Common Stock	12/01/2017	M	9,272	A	(8)	137,414	D
Common Stock	12/01/2017	F	4,599 (10)	D	\$ 114.21	132,815	D
Common Stock	12/08/2017	A	5,025	A	(11)	137,840	D
Common Stock	12/08/2017	F	2,493 (12)	D	\$ 114.47	135,347	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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights (13)	(1) (3)	12/01/2017		M		(1)(3)	(1)(3)	Common Stock	16,343
Performance Rights (13)	(4) (6)	12/01/2017		M		(4)(6)	(4)(6)	Common Stock	21,812
Performance Rights (13)	(8) (9)	12/01/2017		A		(8)(9)	(8)(9)	Common Stock	18,632
Performance Rights (13)	(8) (9)	12/01/2017		M		(8)(9)	(8)(9)	Common Stock	9,272

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- (12) These shares of the Issuer's common stock were surrendered to satisfy Mr. Rouve's tax withholding requirements resulting from the vesting of his Management Incentive Award.
- (13) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

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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