

STRATMANN GAYLE G  
Form 4  
December 28, 2004

**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 \*  
STRATMANN GAYLE G

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)  
12/23/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, GENERAL COUNSEL

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 | 12/23/2004                           |  | G                              | V 75 D \$ 0   | 365   | D  |                                   |
| Energizer Holdings, Inc. Common Stock |                                      |  |                                |   | 2,904   | 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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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) |                                       |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------------|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                 | Amount Number of Shares |
| Non-Qualified Stock Option<br>5/08/00                    | \$ 17  |                                      |  |                                |   | 05/08/2001 <sup>(1)</sup>                                | 05/07/2010  | Energizer Holdings, Inc. Common Stock | 50,000                  |
| Non-Qualified Stock Option<br>10/19/04                   | \$ 46.13   |                                      |  |                                |   | 10/19/2005 <sup>(2)</sup>                                | 10/18/2014  | Energizer Holdings, Inc. Common Stock | 10,000                  |
| Non-Qualified Stock Option<br>3/17/03                    | \$ 26.64   |                                      |  |                                |   | 03/17/2004 <sup>(3)</sup>                                | 03/16/2013  | Energizer Holdings, Inc. Common Stock | 100,000                 |
| Non-Qualified Stock Option<br>9/23/02                    | \$ 30.1  |                                      |  |                                |   | 09/23/2005 <sup>(4)</sup>                                | 09/22/2012  | Energizer Holdings, Inc. Common Stock | 10,000                  |
| Phantom Stock Units in Executive Savings Investment Plan | \$ 0   |                                      |  |                                |   | <sup>(5)</sup>   | <sup>(5)</sup>  | Energizer Holdings, Inc. Common Stock | 1,400                   |
|  | \$ 0   |                                      |  |                                |   | <sup>(6)</sup>   | <sup>(6)</sup>  |                                       | 5,000                   |

Restricted  
Stock  
Equivalent  
10/19/04

Energizer  
Holdings,  
Inc.  
Common  
Stock

Restricted  
Stock  
Equivalents  
5/19/03

\$ 0

05/19/2006<sup>(7)</sup> 05/19/2012

Energizer  
Holdings,  
Inc.  
Common  
Stock

20,0

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

STRATMANN GAYLE G  
ENERGIZER HOLDINGS, INC.  
533 MARYVILLE UNIVERSITY DRIVE  
ST. LOUIS, MO 63141

VP, GENERAL COUNSEL

## Signatures

GAYLE G.  
STRATMANN 12/28/2004

\*\*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) Exercisable at the rate of 25% per year commencing May 8, 2001.
- (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (3) Exercisable at a rate of 20% per year commencing March 17, 2004.
- (4) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (5) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.  
Restricted Stock Equivalents will convert into shares of Energizer Holdings, Inc. common stock - 25% on 10/19/05, 25% on 10/19/06, 25% on 10/19/07 and 25% on 10/19/08 unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral is mandated by Energizer Holdings, Inc. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
- (7) 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. 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.