

SESCLEIFER DANIEL J  
Form 4  
January 27, 2005

**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 \*  
SESCLEIFER DANIEL 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)

ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
01/25/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
EXECUTIVE VICE PRESIDENT & CFO

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Energizer Holdings, Inc. Common Stock	01/25/2005		M	10,000 (1) A \$ 21.0625	25,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005		S	10,000 (1) D \$ 50.5	15,132	D	

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Energizer Holdings, Inc. Common Stock	01/25/2005	M	<u>30,000</u> (1)	A	\$ 21.0625	45,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	S	<u>30,000</u> (1)	D	\$ 53	15,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	M	<u>10,000</u> (1)	A	\$ 21.0625	25,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	S	<u>10,000</u> (1)	D	\$ 54.25	15,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	M	<u>10,000</u> (1)	A	\$ 21.0625	25,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005	S	<u>10,000</u> (1)	D	\$ 55	15,132	D	
Energizer Holdings, Inc. Common Stock						433	I	By 401(k)

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				Code	V			
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005	M	10,000 <u>(1)</u>		11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005	M	30,000 <u>(1)</u>		11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005	M	10,000 <u>(1)</u>		11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625	01/25/2005	M	10,000 <u>(1)</u>		11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 10/19/04	\$ 46.13					10/19/2005 <sup>(2)</sup>	10/18/2014	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 9/23/02	\$ 30.1					09/23/2005 <sup>(3)</sup>	09/22/2012	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0					<u>(4)</u>	<u>(4)</u>	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation	\$ 0					<u>(5)</u>	<u>(5)</u>	Energizer Holdings, Inc. Common

Plan				Stock
Phantom Stock				Energizer Holdings, Inc. Common Stock
Units in Executive Savings Investment Plan	\$ 0	(5)	(5)	
Restricted Stock Equivalent 10/19/04	\$ 0	(6)	(6)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 5/19/03	\$ 0	(7)	(7)	Energizer Holdings, Inc. Common Stock

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer

Other

SESCLEIFER DANIEL J  
 ENERGIZER HOLDINGS, INC.  
 533 MARYVILLE UNIVERSITY DRIVE  
 ST. LOUIS, MO 63141

EXECUTIVE VICE PRESIDENT & CFO

## Signatures

DANIEL J.  
 SESCLEIFER 01/26/2005

           \*\*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) Non-Qualified Stock Option exercise, and sale of the shares acquired, was made pursuant to a 10b5-1 plan.
- (2) Exercisable at a rate of 25% per year commencing October 19, 2005.
- (3) Exercisable at the rate of 33 1/3% on grant date in the years 2005, 2006 and 2007.
- (4) Company match on deferrals into Energizer phantom stock units in Deferred Compensation Plan vests 3 years from grant, provided matched deferral remains in units for a period of one year.
- (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
- (6) 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.

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- (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.

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