

ENERGIZER HOLDINGS INC
 Form 4
 May 20, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
HATFIELD DAVID P

(Last) (First) (Middle)

ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE

(Street)

ST LOUIS, MO 63141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENERGIZER HOLDINGS INC [ENR]

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EXECUTIVE VP, CMO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	05/18/2005		S		200	D	\$ 61.08
Energizer Holdings, Inc. Common Stock	05/18/2005		S		400	D	\$ 61.11

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

Energizer Holdings, Inc. Common Stock	05/18/2005	S	100	D	\$ 61.13	6,451	D
Energizer Holdings, Inc. Common Stock	05/18/2005	S	200	D	\$ 61.14	6,251	D
Energizer Holdings, Inc. Common Stock	05/18/2005	S	400	D	\$ 61.15	5,851	D
Energizer Holdings, Inc. Common Stock	05/18/2005	S	200	D	\$ 61.16	5,651	D
Energizer Holdings, Inc. Common Stock	05/18/2005	S	600	D	\$ 61.18	5,051	D
Energizer Holdings, Inc. Common Stock	05/18/2005	S	100	D	\$ 61.2	4,951	D
Energizer Holdings, Inc. Common Stock	05/18/2005	S	100	D	\$ 61.23	4,851	D
Energizer Holdings, Inc. Common Stock	05/18/2005	S	200	D	\$ 61.24	4,651	D
Energizer Holdings, Inc. Common Stock	05/18/2005	S	100	D	\$ 61.25	4,551	D
	05/18/2005	S	100	D		4,451	D

Deferred Compensation Plan CM					Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0		(4)	(4)	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Executive Savings Investment Plan	\$ 0		(4)	(4)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/19/04	\$ 0		(5)	(5)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 5/19/03	\$ 0		(6)	(6)	Energizer Holdings, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HATFIELD DAVID P ENERGIZER HOLDINGS, INC. 533 MARYVILLE UNIVERSITY DRIVE ST LOUIS, MO 63141			EXECUTIVE VP, CMO	

Signatures

DAVID P.
HATFIELD 05/20/2005

**Signature of Date
Reporting Person

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 20% per year commencing May 8, 2001.
- (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.

Edgar Filing: ENERGIZER HOLDINGS INC - Form 4

- (4) 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.
- (5) 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.
- (6) 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.