SESCLEIFER DANIEL J
Form 4
January 27, 2005

FORM 4

OMB APPROVAL

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

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

(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)
01/25/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Energizer Holdings, Inc. Common Stock	01/25/2005		M	30,000 (1)	A	$ 21.0625	45,132	D	
Energizer Holdings, Inc. Common Stock	01/25/2005		S	30,000 (1)	D	$ 53	15,132	D	
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	$ 54.25	15,132	D	
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	$ 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 Ar Underlying Sec (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option 11/20/00	$ 21.0625	01/25/2005		M			10,000 [1]	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 [1]	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 [1]	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 [1]	11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 10/19/04	$ 46.13							10/19/2005 [2]	10/18/2014	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 9/23/02	$ 30.1							09/23/2005 [3]	09/22/2012	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	$ 0							[4]	[4]	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation	$ 0							[5]	[5]	Energizer Holdings, Inc. Common

Plan					Stock
Phantom Stock Units in Executive Savings Investment Plan	$ 0		(5)	(5)	Energizer Holdings, Inc. Common Stock
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.

(6) 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 forfeture 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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