

STIRITZ WILLIAM P
Form 4/A
April 23, 2008

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 *
STIRITZ WILLIAM P

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)
05/01/2000

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

C/O ENERGIZER HOLDINGS, INC., 533 MARYVILLE UNIVERSITY DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/31/2000

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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Energizer Holdings, Inc. Common Stock | 05/08/2000 | | P | 130,000 | A | \$ 16.94 | 508,400 ⁽¹⁾ D |
| Energizer Holdings, Inc. Common Stock | 05/30/2000 | | P | 200,000 | A | \$ 16.58 | 708,400 D |

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| | | | | | | | | |
|---------------------------------------|------------|---|---------|---|----------|-----------------------|---|------------------------|
| Energizer Holdings, Inc. Common Stock | 05/30/2000 | P | 197,700 | A | \$ 16.44 | 906,100 | D | |
| Energizer Holdings, Inc. Common Stock | 05/30/2000 | P | 2,300 | A | \$ 16.38 | 908,400 | D | |
| Energizer Holdings, Inc. Common Stock | 05/31/2000 | P | 70,500 | A | \$ 16.98 | 978,900 | D | |
| Energizer Holdings, Inc. Common Stock | 05/30/2000 | P | 40,000 | A | \$ 16.38 | 44,576 ⁽²⁾ | I | By Custodian for child |
| Energizer Holdings, Inc. Common Stock | 05/09/2000 | P | 50,000 | A | \$ 16.97 | 84,157 ⁽³⁾ | I | By spouse |
| Energizer Holdings, Inc. Common Stock | 05/25/2000 | P | 100,000 | A | \$ 16.88 | 184,157 | I | By Spouse |
| Energizer Holdings, Inc. Common Stock | 05/26/2000 | P | 100,000 | A | \$ 16.31 | 284,157 | I | By spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|---|------------------------------------|------------------|------------|---|------|---|---------|-----|---------------------------|--------------------|---|
| Non-Qualified Stock Option 05/08/00 | \$ 17 | 05/08/2000 | | A | | | 500,000 | | 05/08/2001 ⁽⁴⁾ | 05/07/2010 | Energizer Holdings, Inc. Common Stock |
| Phantom Stock Units in Deffered Compensation Plan | <u>(5)</u> | 05/01/2000 | | A | | | 894 | | <u>(6)</u> | <u>(6)</u> | Energizer Holdings, Inc. Common Stock |
| Restricted Stock Equivalents | <u>(5)</u> | 05/08/2000 | | A | | | 130,000 | | <u>(7)</u> | <u>(7)</u> | Energizer Holdings, Inc. Comon Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STIRITZ WILLIAM P
C/O ENERGIZER HOLDINGS, INC.
533 MARYVILLE UNIVERSITY DRIVE
ST LOUIS, MO 63141

X

Signatures

/s/ William P.

Stiritz

04/23/2008

 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) Includes 378,400 shares acquired in a pro rata distribution by Ralston Purina Company on April 1, 2000. 26,000 of those shares were held in a collateral bank account of Reporting Person. The 26,000 shares were inadvertently not reported in the original filing for May,2000.
- (2) Includes 4,576 shares acquired in a pro rata distribution by Ralston Purina Company on April 1, 2000.
- (3) Includes 34,157 shares acquired in a pro rata distribution by Ralston Purina Company on April 1, 2000.
- (4) Exercisable at the rate of 20% per year commencing May 8, 2001.

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(5) 1 for 1.

(6) Phantom stock units are payable in cash following termination of the Reporting Person's Service on the Board of Directors of Energizer Holdings, Inc.

Restricted Stock equivalents will convert into shares of Energizer Common Stock three years from date of grant unless Reporting Person
(7) 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 terminates service on the Board within 3 years of grant.

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.