

POLISTINA TERRY  
Form 4  
December 19, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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 \*  
POLISTINA TERRY

2. Issuer Name and Ticker or Trading Symbol  
Spectrum Brands Holdings, Inc. [SPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/18/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, Global Appliances

C/O SPECTRUM BRANDS HOLDINGS, INC., 601 RAYOVAC 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

MADISON, WI 53711

(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		
Common Stock	12/18/2012		S	69,642	D \$ 44.94	139,685	D

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)**



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(2) Each performance right represents a contingent right to receive one share of the Issuer's common stock. The performance rights will vest 100% on October 1, 2013 if the Issuer meets a certain adjusted EBITDA performance target in connection with the successful integration of the Hardware Home Improvement Group from Stanley Black & Decker, Inc., and if Mr. Polistina is employed by the Issuer on such date.

(3) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 15, 2010 under the Issuer's 2011 Two-Year Equity Award Plan vested on November 16, 2012 and such performance rights settled for 18,518 shares of the Issuer's common stock (the "Two-Year Award"). In addition, an amount equal to the Two-Year Award will vest on September 30, 2013, if Mr. Polistina is employed by the Issuer on such date.

(4) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan vested on November 16, 2012 and such performance rights settled for 44,444 shares of the Issuer's common stock. An additional 44,444 performance rights will vest and settle for shares of the Issuer's common stock on September 30, 2013, if Mr. Polistina is employed by the Issuer on such date.

(5) Each performance right represents a contingent right to receive one share of the Issuer's common stock. 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Incentive Plan for exceeding performance targets vested on November 16, 2012 and such performance rights settled for 14,815 shares of the Issuer's common stock. An additional 14,815 performance rights will vest and settle for shares of the Issuer's common stock on September 30, 2013, if Mr. Polistina is employed by the Issuer on such date.

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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