

ENERGIZER HOLDINGS INC
Form DEF 14A
December 02, 2005

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))

x Definitive Proxy Statement

Definitive Additional Materials

Soliciting Materials Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

ENERGIZER HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box)

x No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.1

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ENERGIZER HOLDINGS, INC.
533 Maryville University Drive
St. Louis, Missouri 63141

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Energizer Holdings, Inc. to be held at 2:30 p.m. on Monday, January 23, 2006 at Energizer World Headquarters, 533 Maryville University Drive, St. Louis, Missouri 63141.

We hope you will attend in person. If you plan to do so, please bring the enclosed Shareholder Admittance Ticket with you.

Whether you plan to attend the meeting or not, we encourage you to read this Proxy Statement and vote your shares. You may sign, date and return the enclosed proxy as soon as possible in the postage-paid envelope provided, or you may vote by telephone or via Internet. However you decide to vote, we would appreciate your voting as soon as possible.

We look forward to seeing you at the Annual Meeting!

WARD M. KLEIN
Chief Executive Officer

December 9, 2005

ENERGIZER HOLDINGS, INC.
533 Maryville University Drive
St. Louis, Missouri 63141

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Shareholders:

The Annual Meeting of Shareholders of Energizer Holdings, Inc. will be held at 2:30 p.m. on Monday, January 23, 2006, at Energizer World Headquarters, 533 Maryville University Drive, St. Louis, Missouri 63141.

The purpose of the meeting is to:

elect four directors to serve three-year terms ending at the Annual Meeting held in 2009, or until their respective successors are elected and qualified; and

in order to preserve the Company's ability to deduct certain executive compensation, approve material terms, including performance criteria, of the Company's newly-adopted Executive Officer Bonus Plan, and reaffirm those same performance criteria for performance-based stock awards under the Company's 2000 Incentive Stock Plan

and to act upon such other matters as may properly come before the meeting.

You may vote if you are a shareholder of record on November 18, 2005. It is important that your shares be represented and voted at the Meeting. Please vote in one of these ways:

- USE THE TOLL-FREE TELEPHONE NUMBER shown on the proxy card;
- VISIT THE WEB SITE noted on the enclosed proxy card to vote via the Internet; OR
- MARK, SIGN, DATE AND PROMPTLY RETURN the enclosed proxy card in the postage-paid envelope.

By Order of the Board of Directors,

Timothy L. Grosch
Secretary

December 9, 2005

PROXY STATEMENT ----- VOTING PROCEDURES

YOUR VOTE IS VERY IMPORTANT

The Board of Directors is soliciting proxies to be used at the 2006 Annual Meeting. This proxy statement and the form of proxy will be mailed to shareholders beginning December 9, 2005.

Who Can Vote

Record holders of Energizer Holdings, Inc. Common Stock on November 18, 2005 may vote at the meeting. On November 18, 2005, there were 66,493,024 shares of Common Stock outstanding. The shares of Common Stock held in the Company's treasury will not be voted.

How You Can Vote

There are three voting methods:

- Voting by Mail. If you choose to vote by mail, simply mark the enclosed proxy card, date and sign it, and return it in the postage-paid envelope provided.
- Voting by Telephone. You can vote your shares by telephone by calling the toll-free telephone number on the enclosed proxy card.
- Voting by Internet. You can also vote via the Internet. The web site for Internet voting is on the enclosed proxy card, and voting is available 24 hours a day.

If you vote by telephone or via the Internet you should not return the proxy card.

How You May Revoke or Change Your Vote

You can revoke the proxy at any time before it is voted at the meeting by:

- sending written notice of revocation to the Secretary;
- submitting another proper proxy by telephone, Internet or paper ballot; or
- attending the Annual Meeting and voting in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor from the holder of record, to be able to vote at the meeting.

General Information on Voting

You are entitled to cast one vote for each share of Common Stock you own on the record date. Shareholders do not have the right to vote cumulatively in electing directors. The election of each director nominee, and the material terms and performance criteria of the Company executive compensation plans, must be approved by a majority of shares entitled to vote and represented at the Annual Meeting in person or by proxy. Shares represented by a proxy marked "abstain" on any matter, or that provide that a vote be withheld with respect to the election of any one or more of the nominees for election as directors, will be considered present at the Meeting for purposes of determining a quorum and for purposes of calculating the vote, but will not be considered to have voted in favor of the proposal or nominee. Therefore, any proxy marked "abstain" will have the effect of a vote against the matter. Shares represented by a proxy as to which there is a "broker non-vote" (for example, where a broker does not have discretionary authority to vote the shares), will be considered present at the meeting for purposes of determining a quorum, but will have no effect on the vote.

All shares that have been properly voted - whether by telephone, Internet or mail - and not revoked, will be voted at the Annual Meeting in accordance with your instructions. If you sign the enclosed proxy card but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the Board of Directors.

If any other matters are properly presented at the Annual Meeting for consideration, the persons named in the enclosed proxy card will have the discretion to vote on those matters for you. At the date this proxy statement went to press, no other matters had been raised for consideration at the Annual Meeting.

Voting By Participants in the Company's Savings Investment Plan

If you participate in the Company's Savings Investment Plan and had an account in the Energizer Common Stock Fund on November 10, 2005, the proxy will also serve as voting instructions to the trustee for that plan, Vanguard Fiduciary Trust Company, an affiliate of The Vanguard Group of Investment Companies, for the shares of Common Stock credited to your account on that date. If the trustee does not receive directions with respect to any shares of Common Stock held in the plan, it will vote those shares in the same proportion as it votes shares for which directions were received.

Costs of Solicitation

The Company will pay for preparing, printing and mailing this proxy statement. We have engaged Georgeson & Company, Inc. to help solicit proxies from shareholders for a fee of \$11,500 plus its expenses. Proxies may also be solicited personally or by telephone by regular employees of the Company without additional compensation, as well as by employees of Georgeson. The Company will reimburse banks, brokers and other custodians, nominees and fiduciaries for their costs of sending the proxy materials to our beneficial owners.

ITEM 1. ELECTION OF DIRECTORS

The Board of Directors currently consists of twelve members and is divided into three classes, with each class currently consisting of four members, with terms of service expiring at successive Annual Meetings.

Four directors will be elected at the 2006 Annual Meeting to serve for a three-year term expiring at our Annual Meeting in the year 2009. The Board has nominated Bill G. Armstrong, J. Patrick Mulcahy, Pamela M. Nicholson and William P. Stiritz for election as directors at this Meeting. Each nominee is currently serving as a director and has consented to serve for a new term. Each nominee elected as a director will continue in office until his or her successor has been elected and qualified. If any nominee is unable to serve as a director at the time of the Annual Meeting, your proxy may be voted for the election of another person the Board may nominate in his or her place, unless you indicate otherwise.

Vote Required. The affirmative vote of a majority of the outstanding shares of Common Stock entitled to vote and represented in person or by proxy is required for the election of each director.

The Board of Directors recommends a vote FOR the election of these nominees as directors of the Company.

INFORMATION ABOUT NOMINEES AND OTHER DIRECTORS

Please review the following information about the nominees and other directors continuing in office. The ages shown are as of December 31, 2005.

BILL G. ARMSTRONG, Director Since 2005, Age 57
(Standing for election at this meeting for a term expiring in 2009)
Mr. Armstrong served as Executive Vice President and Chief Operating Officer, Cargill Animal Nutrition (animal feed products), from 2001 to 2004. Prior to that, Mr. Armstrong served as Chief Operating Officer, Agribands International, Inc. (animal feed products) from 1998 to 2001. Also a director of Ralcorp Holdings, Inc.

J. PATRICK MULCAHY, Director Since 2000, Age 61
(Standing for election at this meeting for a term expiring in 2009)
Mr. Mulcahy has served as Vice Chairman of the Board since January, 2005, and prior to that time served as Chief Executive Officer, Energizer Holdings, Inc. from 2000 to 2005, and as Chairman of the Board and Chief Executive Officer of Eveready Battery Company, Inc. from 1987 to 2005. Also a director of Solutia, Inc.

PAMELA M. NICHOLSON, Director Since 2002, Age 46
(Standing for election at this meeting for a term expiring in 2009)
Ms. Nicholson has served as Executive Vice President and Chief Operating Officer, Enterprise Rent-A-Car (auto leasing) since 2004. She served as Senior

Vice President, North American Operations for Enterprise from 1999 to 2004.

WILLIAM P. STIRITZ, Director Since 2000, Age 71

(Standing for election at this meeting for a term expiring in 2009)

Mr. Stiritz has served as Chairman of the Board since 2000, and served as Chairman of the Energizer Holdings, Inc. Management Strategy and Finance Committee from 2000 to 2005. Mr. Stiritz served as Chairman of the Board, Chief Executive Officer and President of Agribands International (animal feed products) from 1998 to 2001. He also served as Chairman of the Board of Ralston Purina Company from 1982 to 2001. Also a director of Ralcorp Holdings, Inc., Vail Resorts, Inc. and Federated Department Stores, Inc.

R. DAVID HOOVER, Director Since 2000, Age 60

(Continuing in Office - Term expiring in 2007)

Mr. Hoover has served as Chairman, President and Chief Executive Officer, Ball Corporation (beverage and food packaging and aerospace products and services) since 2002. Prior to that, he served as President and Chief Executive Officer from 2001 to 2002, and as Vice Chairman, President and Chief Operating Officer from April 2000 to 2001. Also a director of Ball Corporation and Irwin Financial Corporation.

JOHN C. HUNTER, Director Since 2005, Age 58

(Continuing in Office - Term expiring in 2007)

Mr. Hunter served as Chairman, President and Chief Executive Officer of Solutia, Inc. (chemical products) from 1999 to 2004. On December 17, 2003, while Mr. Hunter served as President and Chief Executive Officer, Solutia, Inc. and fourteen of its U.S. subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code. Also a director of Penford Corporation and Hercules, Inc.

JOHN E. KLEIN, Director Since 2003, Age 60

(Continuing in Office - Term expiring in 2007)

Mr. Klein has served as Executive Vice Chancellor for Administration, Washington University in St. Louis (education) since 2004. From 1985 to 2004, he served as President and Chief Executive Officer, Bunge North America, Inc. (agribusiness). Also a director of Embrex, Inc.

JOHN R. ROBERTS, Director Since 2003, Age 64

(Continuing in Office - Term expiring in 2007)

Mr. Roberts has served as Executive Director, Civic Progress St. Louis (civic organization) since 2000. From 1993 to 1998, he served as Managing Partner, Mid-South Region, Arthur Andersen LLP (public accountancy). Also a director of Regions Financial Corporation and Centene Corporation.

WARD M. KLEIN, Director Since 2005, Age 50

(Continuing in Office - Term expiring in 2008)

Mr. Klein has served as Chief Executive Officer, Energizer Holdings, Inc since January 25, 2005. Prior to that time, he served as President and Chief Operating Officer from 2004 to 2005, as President, International from 2002 to 2004, and as Vice President, Asia Pacific and Latin America from 2000 to 2002. Also a director of AmerUs Group Co.

RICHARD A. LIDDY, Director Since 2000, Age 70

(Continuing in Office - Term expiring in 2008)

Mr. Liddy served as Chairman of the Board of GenAmerica Financial Corporation (insurance holding company) from 2000 to 2002. He also served as Chairman of the Board of the Reinsurance Group of America, Incorporated (insurance) from 1995 to 2002. Mr. Liddy was President of GenAmerica Financial from 1988 to 2000 and Chief Executive Officer of General American Life Insurance Company from 1992 to 2000. In January 2000, while Mr. Liddy served as President of GenAmerica Financial Corporation, GenAmerica sold its mutual holding company to Metropolitan Life Insurance Company. At the request of the Missouri State Insurance Department, a receiver was appointed in order to oversee the equitable distribution of proceeds to policyholders. Also a director of Brown Shoe Company, Inc., Ralcorp Holdings, Inc. and Ameren Corporation.

W. PATRICK MCGINNIS, Director Since 2002, Age 58

(Continuing in Office - Term expiring in 2008)

Mr. McGinnis has served as Chief Executive Officer and President, Nestlé Purina PetCare Company (pet foods and related products) since 2001. From 1999 to 2001, he served as Chief Executive Officer and President, Ralston Purina Company. Also a director of Brown Shoe Company, Inc.

[**JOE R. MICHELETTO**, Director Since 2000, Age 69

(Continuing in Office - Term expiring in 2008)

Mr. Micheletto has served as Vice Chairman of the Board, Ralcorp Holdings, Inc. since 2003. Mr. Micheletto served as Chief Executive Officer and President, Ralcorp Holdings, Inc. (food products) from 1996 to 2003. Also a director of Ralcorp Holdings, Inc. and Vail Resorts, Inc.

BOARD OF DIRECTORS STANDING COMMITTEES

Board Member	Board	Audit	Executive	Nominating and Executive Compensation	Finance and Oversight
Bill G. Armstrong	ü	ü		ü	
R. David Hoover	ü				
John C. Hunter	ü			ü	
John E. Klein	ü	ü	ü	ü*	
Ward M. Klein	ü		ü		ü
Richard A. Liddy	ü	ü	ü	ü	
W. Patrick McGinnis	ü		ü	ü	
Joe R. Micheletto	ü		ü		
J. Patrick Mulcahy	ü		ü		ü*
Pamela M. Nicholson	ü	ü	ü	ü	
John R. Roberts	ü	ü*	ü	ü	
William P. Stiritz	ü*		ü*		ü
Meetings held in 2005	5	6	0	4	3

*Chairperson

Audit: Reviews auditing, accounting, financial reporting and internal control functions. Responsible for engaging and supervising our independent accountants, resolving differences between management and our independent accountants regarding financial reporting, pre-approving all audit and non-audit services provided by our independent accountants, and establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. The Board of Directors has determined that all members are independent and financially literate in accordance with the criteria established by the Securities and Exchange Commission and the New York Stock Exchange. The Board has elected John R. Roberts as Chair of the Audit Committee, and has determined that he is both independent and an audit committee financial expert, as defined by Securities and Exchange Commission guidelines. The Charter of the Audit Committee is attached at the end of this Proxy Statement, and has also been posted on the Company's website at www.energizer.com under "Our Company: Corporate Governance".

Executive: May act on behalf of the Board in the intervals between Board meetings.

Nominating and Executive Compensation: Sets compensation of executive officers, approves deferrals under the Company's Deferred Compensation Plan, administers the Company's 2000 Incentive Stock Plan and grants stock options and other awards under that plan. Monitors management compensation and benefit programs, and reviews principal employee relations policies. Recommends nominees for election as directors or executive officers to the Board. Recommends committee memberships and compensation and benefits for directors. Also responsible for conducting the annual self-assessment process of the Board and its Committees, and regular review and updating of the Company's Corporate Governance Principles. The Board of Directors has determined that all members are non-employee directors, and are independent, as defined in the listing standards of the New York Stock Exchange.

The Charter of the Nominating and Executive Compensation Committee has been posted on the Company's website at www.energizer.com, under "Our Company: Corporate Governance".

Finance and Oversight: Reviews the Company's financial condition, objectives and strategies, and acquisitions and other major transactions, and makes recommendations to the Board concerning financing requirements, stock repurchase programs and dividend policy, foreign currency management and pension fund performance. The Charter of the Finance and Oversight Committee has been posted on the Company's website at www.energizer.com, under "Our Company: Corporate Governance".

During fiscal year 2005, all directors attended 75% or more of the Board meetings and Committee meetings on which they served during their period of service. Each director is highly encouraged to attend the Company's Annual Meeting of Shareholders each year. All directors attended the 2005 Annual Meeting.

Director Independence

The Board of Directors has adopted Corporate Governance Principles providing that a majority of the Board, and the entire membership of the Audit and the Nominating and Executive Compensation Committees of the Board, shall consist of independent, non-management directors who meet the criteria for independence required by the New York Stock Exchange. A director will be considered independent if he or she does not have a material relationship with the Company, as determined by the Board of Directors. To that end, the Board, in the Corporate Governance Principles, has established the following guidelines for determining whether a director is independent, consistent with the listing standards of the New York Stock Exchange: a director will not be considered independent if, within the last three years (i) the director or an immediate family member was employed by the Company or a subsidiary as an executive officer, (ii) the director or an immediate family member was employed in a professional capacity by the Company's external auditor, or in the Company's Internal Audit department, (iii) any of the present executive officers of the Company serve on the compensation committee of another company that employs the director or an immediate family member of the director as an executive officer.

The following relationships will be considered material:

- (i) a Company director or an immediate family member is an executive officer, or the director is an employee, of another company which does business with the Company and the payments to, or amounts received from, that other company exceed the greater of \$1 million, or 2% of such other company's consolidated gross revenues;
- (ii) a Company director or an immediate family member, within the last three years, received more than \$100,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- (iii) a Company director is an executive officer of a charitable organization and the Company's annual charitable contributions to the organization (exclusive of gift-match payments) exceed the greater of \$100,000 or 2% of the organization's total annual charitable receipts;
- (iv) a Company director is a partner of or of counsel to a law firm that performs substantial legal services to the Company on a regular basis; or
- (v) a Company director is a partner, officer or employee of an investment bank or consulting firm that performs substantial services to the Company on a regular basis. For relationships not described above or otherwise not covered in the above examples, a majority of the Company's independent directors, after considering all of the relevant circumstances, may make a determination whether or not such relationship is material and whether the director may therefore be considered independent under the New York Stock Exchange listing standards.

Director affiliations and transactions are regularly reviewed to ensure that there are no conflicts or relationships with the Company that might impair a director's independence from the Company and management. The Company's Corporate Governance Principles have been posted on the Company's website at www.energizer.com, under "Our Company: Corporate Governance".

Every year, the Company submits a questionnaire to each director and executive officer, and conducts its own internal review, for the purpose of identifying all transactions or relationships between each director, or any member of his or her immediate family, and the Company, its senior management and its independent auditor. Based on the responses to the 2005 questionnaire and the results of the review, and in accordance with the Company's independence criteria, the Board has affirmatively determined that the following seven non-employee directors are independent from management: Bill G. Armstrong, John C. Hunter, John E. Klein, Richard A. Liddy, W. Patrick McGinnis, Pamela M. Nicholson, and John R. Roberts.

Director Nominations

The Nominating and Executive Compensation Committee is responsible for recommending candidates for election to the Company's Board of Directors, consistent with the requirements for membership set forth in the Company's Corporate Governance Principles. Those requirements include integrity, independence, energy, forthrightness, analytical skills and a willingness to challenge and stimulate management, and the ability to work as part of a team in an environment of trust. The Principles also indicate the Board's belief that each director should have a basic understanding of (i) the principal operational and financial objectives and plans and strategies of the Company, (ii) the results of operations and financial condition of the Company and its business segments, and (iii) the relative standing of the Company and its business segments in relation to its competitors. In addition to those standards, the Committee seeks directors who will represent the diverse interests of the Company's shareholders, and who bring to the Board a breadth of experience from a variety of industries and professional disciplines. The Committee is also responsible for articulating and refining specific criteria for Board and committee membership to supplement, as appropriate, the more general criteria set forth in the Principles.

The Committee expects a high level of commitment from Board members and evaluates each candidate's leadership and experience, skills, expertise and character traits, including the candidate's ability to devote sufficient time to Board and Committee meetings in light of other professional commitments. The Committee also reviews whether a potential candidate meets Board and/or Committee membership requirements, as set forth in the Company's Corporate Governance Principles, determines whether a potential candidate is independent according to the Board's established criteria, and evaluates the potential for a conflict of interest between the director and the Company.

Historically, when vacancies have occurred, or when the Board determined that additional members were appropriate, candidates have been recommended to the Committee by other Board members or the Chief Executive Officer. The Committee, however, will consider and evaluate any shareholder-recommended candidates by applying the same criteria used to evaluate candidates recommended by directors or management. During fiscal year 2005, the Committee and the Chief Executive Officer received several suggestions for qualified candidates, which the Committee will consider as vacancies on the Board occur. The Committee also has authority to retain a recruitment firm if it deems it advisable. Shareholders who wish to suggest an individual for consideration for election to the Board of Directors may submit a written nomination to the Secretary of the Company, 533 Maryville University Drive, St. Louis, Missouri 63141, along with the shareholder's name, address and number of shares of Common Stock beneficially owned; the name of the individual being nominated and number of shares of Common Stock beneficially owned; the candidate's biographical information, including age, business and residential address, and principal occupation for the previous 5 years, and the nominee's consent to being named as a nominee and to serving on the Board. A description of factors qualifying or recommending the nominee for service on the Board would also be helpful to the Committee in its consideration. To assist in the evaluation of shareholder-recommended candidates, the Committee may request that the shareholder provide certain additional information required to be disclosed in the

Company's proxy statement under Regulation 14A of the Securities Exchange Act of 1934. If the Committee determines a candidate, however proposed, is suitable for Board membership, it will make a recommendation to the Board for its consideration.

Under the Company's Bylaws, shareholders may also nominate a candidate for election at an annual meeting of shareholders. See "Shareholder Proposals for 2007 Annual Meeting" for details regarding the procedures and timing for the submission of such nominations. Director nominees submitted through this process will be eligible for election at the Annual Meeting, but will not be included in proxy material sent to shareholders prior to the meeting.

Communicating Concerns to the Board

The Company has established several means for shareholders or others to communicate their concerns to the Board of Directors. If the concern relates to the Company's financial statements, business ethics, corporate conduct, accounting practices or internal controls, the concern should be submitted in writing to Mr. John R. Roberts, the Chair of the Audit Committee, in care of the Secretary of the Company, whose address is 533 Maryville University Drive, St. Louis, Missouri 63141. If the concern relates to the Company's governance practices, the concern may be submitted in writing to Mr. John Klein, the Chairman of the Nominating and Executive Compensation Committee, in care of the Secretary of the Company. Executive sessions without management directors present are scheduled at each Board meeting, and are chaired by Mr. J. Patrick Mulcahy, the Vice Chairman of the Board and Chairman of the Finance and Oversight Committee. Concerns may be raised with the non-management directors by written communication to Mr. Mulcahy, in care of the Secretary of the Company. If the shareholder is unsure as to which category his or her concern relates, he or she may communicate it to any one of the independent directors in care of the Secretary of the Company.

The Company's "whistleblower" policy prohibits the Company or any of its employees from retaliating or taking any adverse action against anyone for raising a concern. If a shareholder or employee nonetheless prefers to raise his or her concern in a confidential or anonymous manner, he or she may call Global Compliance Services' AlertLine, the Company's outside service provider, toll-free at 877-521-5625, or leave a message at the Company's confidential web address: <https://energizer.alertline.com>. Confidential letters may be sent to any independent director at:

AlertLine
PMB 3767
13950 Ballantyne Corporate Place
Charlotte, North Carolina 28273
U.S.A.

Director Compensation

All directors, other than Ward M. Klein, received the following fees for serving on the Board or its Committees. Mr. Klein received no compensation other than his normal salary from the Company for his service on the Board and its Committees.

Annual Retainer.....	\$40,000
Fee for Each Board Meeting.....	\$1,000
Fee for Each Committee Meeting.....	\$1,000

The chairpersons of the Committees also receive an additional annual retainer of \$10,000 for each Committee that they chair, and the Chairman of the Board receives the same additional annual retainer for his services as Chairman. At the end of each calendar year, each director also receives a 33 1/3% Company Match on deferrals of retainers and fees into the Energizer Common Stock Fund of the Deferred Compensation Plan, the terms of which are described in more detail below. In November of 2004, the Board had approved, as additional director compensation, the annual crediting to each director of 500 stock equivalents in the Energizer Common Stock Fund, commencing in 2005.

However, prior to that crediting, the Board, at its November 7, 2005 meeting, approved a crediting of stock equivalents to each director with a value, as of December 31, 2005, of \$57,000, which would be in lieu of the 500 equivalents previously authorized. It is contemplated that an annual crediting of equivalents will be made, based upon median director compensation at the comparator companies selected by the Nominating and Executive Compensation Committee for purposes of executive compensation. The Company also pays the premiums on directors' and officers' liability insurance policies covering the directors, and, for out-of-town directors, pays the cost of transportation and lodging for their attendance at Board and Committee meetings.

On May 2, 2005, the Board approved a resolution authorizing Mr. Stiritz and Mr. Mulcahy, as Chairman and Vice Chairman, respectively, to use Company-owned aircraft for personal travel for up to 30 flight hours per year, per individual, when the Company-owned aircraft are not being used on business related trips. In addition, each of them were authorized to permit family members and guests to accompany them on business or personal flights on Company-owned aircraft. The Board also approved reimbursement of both individuals for any taxes associated with (i) their personal use of the Company aircraft, and (ii) the personal use by their family members and guests, but not including any taxes on such reimbursement. In FY 2005, the incremental cost to the Company of their personal use of the Company aircraft, on a variable cost basis, was \$32,792 for Mr. Stiritz and \$9,110 for Mr. Mulcahy, and the amount reimbursed to those individuals for taxes associated with personal use, as employees, in the prior calendar year (which is paid on a delayed basis) was \$5,069 and \$3,547, respectively. Company aircraft is jointly owned with two other corporations in order to share the fixed costs associated with such ownership which do not change based on usage, such as pilots' salaries, aircraft acquisition expenses, and non-trip related maintenance and hangar fees. The Company, however, is assessed a charge per flight hour to cover all variable operating costs associated with each flight, including fuel costs, mileage, trip-related maintenance, landing fees, trip-related hangar and parking costs, and on-board catering. The incremental cost to the Company for the directors' personal use described above reflects the assessed charge per flight hour for such use. Since the aircraft are used primarily for business travel, the above amounts exclude any prorated portion of the Company's fixed costs.

In light of Mr. Mulcahy's responsibilities as Vice Chairman of the Board and Chairman of its Finance and Oversight Committee, he is provided use of an office and computer at Company headquarters, as well as a cellphone and certain business publication subscriptions. From time to time, as part of his responsibilities as Chairman of the Finance and Oversight Committee, he incurs travel and other business expenses on behalf of the Company, for which he is reimbursed.

Stock Awards

On May 8, 2000, each of the Company's initial non-employee directors received an option to purchase 10,000 shares of Common Stock of the Company. Mr. Stiritz, as an officer and Chairman of the Board at that time, received an option to purchase 500,000 shares of Common Stock. Each director appointed since that initial grant has also received an option to purchase 10,000 shares on the date of his or her appointment to the Board. All of these options, which have been granted under the Company's 2000 Incentive Stock Plan and have a ten year term, have an exercise price equal to the closing price, as of the date of grant, of the Common Stock on the New York Stock Exchange composite index, and are exercisable at the rate of 20% per year, beginning on the first anniversary of the date of grant. They are exercisable prior to that date upon the director's death, declaration of total and permanent disability, retirement or resignation from the Board, or upon a change in control of the Company.

From 2000 through 2003, each non-employee director also received a restricted stock equivalent award, under which the director would be credited with a restricted stock equivalent for each share of the Company's Common Stock he acquired within two years, up to a limit of 10,000 shares. Mr. Stiritz received a similar award, but with a limit of 130,000 shares. The equivalents granted vest three years from crediting and convert, at that time, into an equal number of shares of Common Stock. They also vest upon a director's death, declaration of total and permanent disability, or upon a change in control of the Company. If elected by the director, conversion can be deferred until the director terminates service on the Board. As of November 1, 2005 the following directors are credited with the indicated

number of unvested restricted stock equivalents: Mr. J. Klein - 10,000 equivalents; Ms. Nicholson - 10,000 equivalents; and Mr. Roberts - 10,000 equivalents. Vested equivalents credited to the directors are indicated in footnote (H) to the Common Stock Ownership table of this Proxy Statement.

Deferred Compensation Plan

Directors can elect to have their retainer and meeting fees paid monthly in cash, or defer payment until their resignation from the Board, under the terms of the Energizer Holdings, Inc. Deferred Compensation Plan. Under that Plan, they can defer in the form of stock equivalents under the Energizer Common Stock Unit Fund, which tracks the value of the Company's Common Stock, they can defer into the Prime Rate Option, under which deferrals are credited with interest at Morgan Guaranty Trust Company of New York's prime rate, or they can defer into any of the Measurement Fund Options which track the performance of the Vanguard investment funds offered under the Company's Savings Investment Plan. Deferrals into the Energizer Common Stock Unit Fund during each calendar year are increased by a 33 1/3% match from the Company at the end of that year. In addition, as noted above, on December 31, 2005, each non-employee director will also be credited with equivalents having a value on that date of \$57,000. Deferrals in the Plan are paid out in a lump sum in cash within 60 days following the director's termination of service on the Board.

Compensation Committee Interlocks and Insider Participation

Mr. Stirtz, Chairman of the Board of the Company, and an officer of the Company prior to his retirement on January 25, 2005, served on the Human Resources Committee of the Board of Directors of Ball Corporation until November 3, 2004. In the spring of 2005, he retired from the Board of Directors of Ball. Mr. Hoover, a director of the Company, is the Chairman, President and Chief Executive Officer of Ball Corporation.

Compliance With Section 16(a) Reporting

The rules of the Securities and Exchange Commission require that the Company disclose late filings of changes in stock ownership by its directors and executive officers. Mr. Ward M. Klein filed a Form 4 on January 5, 2005, one day after it was due, to disclose a distribution from the Energizer Stock Unit Fund of the Company's Deferred Compensation Plan. The inadvertent delay in filing occurred because of a late notification from the plan administrator regarding the distribution. Mr. Peter J. Conrad filed a Form 4 on March 8, 2005 to disclose a transfer from the Energizer Stock Fund of the Energizer Holdings, Inc. Savings Investment Plan on February 15, 2005 and transfers from the Energizer Stock Fund of the Energizer Holdings, Inc. Executive Savings Investment Plan on February 15 and February 18, 2005. Mr. Conrad's filing was made thirteen days after the filing for the earlier transaction was due. To the best of the Company's knowledge, all of the filings for the Company's other executive officers and its directors were made on a timely basis in 2005.

ITEM 2. PROPOSAL TO APPROVE BONUS PLAN AND PERFORMANCE CRITERIA

In order to preserve the federal tax deductibility of certain performance-based cash bonus and stock awards which may be paid in future years by the Company to its executive officers, you are asked to approve the material terms of the Company's newly-adopted Executive Officer Bonus Plan, (the "Bonus Plan"), and to approve or reaffirm performance-based criteria (the "Performance Criteria") applicable to both performance-based cash bonuses under that Plan, and to performance-based stock awards under the Company's 2000 Incentive Stock Plan (the "Incentive Stock Plan"). Approval of the terms of the Bonus Plan and the Performance Criteria by the Company's shareholders is required under the terms of Section 162(m) of the Internal Revenue Code of 1986, as amended, and related regulations (the "Code"). (The material terms of the Incentive Stock Plan were initially approved by shareholders in 2001, but I.R.S. regulations require reaffirmation of the Performance Criteria every five years.)

A copy of the Bonus Plan has been filed as an exhibit to the Company's Current Report on Form 8-K dated October 11, 2005, and a copy of the Incentive Stock Plan was filed as an exhibit to the Company's Post-Effective Amendment No. 1 to Form 10, filed April 19, 2000, and was included in the Company's Notice of Annual Meeting and Proxy Statement dated December 13, 2000.

Background

Section 162(m) of the Code denies an employer a deduction for compensation in excess of \$1,000,000 paid to "covered employees" (generally, the named executives in the Summary Compensation Table) of a publicly held corporation unless the compensation is performance-based compensation. The Section 162(m) regulations generally require that shareholders approve the material terms of compensation performance goals - which include (i) the employees eligible to receive compensation, (ii) a description of the business criteria upon which the performance goal is based, and (iii) the maximum amount of compensation that may be paid to an employee during a specified period if the performance goal is met.

At its October 11, 2005 meeting, the Board's Nominating and Executive Compensation Committee (the "Committee") adopted the Bonus Plan, in order to qualify performance-related annual and long-term cash bonuses to the Executive Officers of the Company as performance-based compensation under Section 162(m) of the Code. Both the Bonus Plan and the Incentive Stock Plan authorize the Committee to administer the Plans, to name eligible participants, and to grant awards under the terms of the Plans to those so named. The Committee is composed entirely of individuals who qualify as "outside directors" for purposes of Section 162(m) of the Code and "independent directors" for purposes of the New York Stock Exchange Listing Standards.

Under the Bonus Plan and the Incentive Stock Plan, if the Committee grants awards which are subject to Performance Criteria, the performance objectives must be fixed not later than 90 days after the beginning of the performance period to which the objectives relate, and the Committee would not have any discretion to adjust the objectives in any manner that could increase the amount payable under the awards. The Committee would, however, have authority to reduce the size of an award if it deemed a reduction appropriate for any reason. Before payments are made under the award, the Committee must certify in writing that the Performance Criteria have been met.

Employees Eligible to Receive Awards

Participants in the Bonus Plan must be Executive Officers of the Company, as designated by the Board. That group is currently comprised of the Company's Chief Executive Officer, Ward M. Klein; Executive Vice President and Chief Financial Officer, Daniel J. Sescleifer; President and CEO, Energizer Battery, Joseph W. McClanathan; President and CEO, Schick-Wilkinson Sword, Joseph E. Lynch; Executive Vice President and Chief Marketing Officer, David P. Hatfield; Vice President and General Counsel, Gayle G. Stratmann; and Vice President, Human Resources, Peter J.

Conrad. Under the terms of the Incentive Stock Plan, the Committee may grant awards to any employee or director of the Company

Award Limitations

Under the terms of the Bonus Plan, the maximum amount which may be paid to a participant as a single award, whether that award represents performance for a single Plan Year or for multiple Plan Years, is Five Million Dollars (\$5,000,000). With respect to the Incentive Stock Plan, the aggregate number of shares of Common Stock that may be the subject of performance-based awards that may be granted to an employee or director during any one fiscal year may not exceed 1,900,000. These limitations, however, represent only an absolute maximum, and the Committee would not be required to grant awards of that size.

New Plan Benefits

All awards under both the Bonus Plan and the Incentive Stock Plan are within the sole discretion of the Committee, and accordingly, future benefits payable under either Plan to the Named Executive Officers and other eligible participants are not currently determinable. However, as an illustration of the benefits which may be paid in the future under the terms of the Bonus Plan and the Incentive Stock Plan, the awards granted during the last fiscal year under the Company's current Annual and Long-Term Cash Bonus Program are set forth in this Proxy Statement in the Summary Compensation Table and in the chart titled "Long-Term Incentive Plan - Awards in Last Fiscal Year", and grants of restricted stock under the Incentive Stock Plan are set forth in the Summary Compensation Table.

Performance Criteria

Under both the Bonus Plan and the Incentive Stock Plan, performance goals established by the Committee will be based upon one or more of the following Performance Criteria: (a) earnings per share; (b) income or net income; (c) return measures (including, but not limited to, return on assets, capital, equity or sales); (d) cash flow return on investments which equals net cash flows divided by owners equity; (e) controllable earnings (a division's operating profit, excluding the amortization of goodwill and intangible assets, less a charge for the interest cost for the average working capital investment by the division); (f) operating earnings or net operating earnings; (g) cost control; (h) share price (including, but not limited to, growth measures); (i) total shareholder return (stock price appreciation plus dividends); (j) economic value added; (k) EBITDA; (l) operating margin; (m) market share; (n) sales, including total Company, divisional, or product line sales or net sales figures; and (o) cash flow from operations. Performance may be measured on an individual, corporate group, business unit, or consolidated basis and may be measured absolutely or relatively to the Company's peers. In establishing the Performance Goals, the Committee may account for the effects of acquisitions; divestitures; extraordinary dividends; stock split-ups; stock dividends or distributions; recapitalizations; warrants or rights issuances or combinations; exchanges or reclassifications with respect to any outstanding class or series of the Company's common stock; or a corporate transaction, such as any merger of the Company with another corporation; any consolidation of the Company and another corporation into another corporation; any separation of the Company or its business units (including a spin-off or other distribution of stock or property by the Company); any reorganization of the Company (whether or not such reorganization comes within the definition of such term in Code Section 368); or any partial or complete liquidation by the Company; or sale of all or substantially all of the assets of the Company; the impact of changes in tax rates or currency fluctuations; unusual or non-recurring accounting impacts or changes in accounting standards or treatment; advertising or promotional spending or capital expenditures outside of annual business plans; events such as plant closings, sales of facilities or operations; and business restructurings; or unusual or extraordinary items. The Performance Criteria may be applicable to the Company and/or any of its subsidiaries or individual business units and may differ from participant to participant.

Federal Income Tax Consequences

Assuming compliance with Section 162(m) of the Code, the Company is entitled to a tax deduction at the time the participant realizes taxable income. Section 162(m) and the regulations adopted thereunder limit the deductibility of non-qualifying compensation in excess of \$1,000,000 paid to covered employees. However, the statute exempts qualifying performance-based compensation from the deduction limit if certain requirements are met. The Committee's policy is to maximize the tax deductibility of executive compensation without compromising the essential framework of the existing total compensation program. The Committee may elect to forgo deductibility for federal income tax purposes if such action is, in the opinion of the Committee, necessary or appropriate to further the goals of the Company's executive compensation program, or otherwise is in the Company's best interests.

Vote Required. The affirmative vote of a majority of the outstanding shares of Common Stock entitled to vote and represented in person or by proxy is required for approval of the material terms of the Bonus Plan and the Performance Criteria utilized for awards under that Plan and the Incentive Stock Plan.

The Board of Directors recommends a vote FOR this proposal.

OTHER BUSINESS

The Board knows of no business which will be presented at the 2006 Annual Meeting other than that described above. The Company's Bylaws provide that shareholders may nominate candidates for directors or present a proposal or bring other business before an Annual Meeting only if they give timely written notice of the nomination or the matter to be brought not less than 90 nor more than 120 days prior to the Meeting. No such notice with respect to the 2006 Annual Meeting was received by the deadline of October 25, 2005.

SELECTION OF AUDITORS

The Audit Committee, in accordance with authority granted in its charter by the Board, appointed PricewaterhouseCoopers LLP as independent accountants for the current fiscal year. PricewaterhouseCoopers LLP has served as the Company's independent accountant for every fiscal year since 2000. A representative of that firm will be present at the 2006 Annual Meeting of Shareholders and will have an opportunity to make a statement, if desired, as well as to respond to appropriate questions.

Fees Paid to PricewaterhouseCoopers LLP

	FY 04	FY 05
Audit Fees	\$2,584,000	\$4,290,602
Audit-Related Fees	\$ 161,633	\$ 145,963
Tax Fees		
<i>Tax Compliance/ preparation</i>	\$ 710,888	\$ 761,804
<i>Other Tax Services</i>	\$ 549,811	\$ 839,854
Total Tax Fees	\$ 1,260,699	\$ 1,601,658
All Other Fees	\$ 29,400	\$ 3,100
Total Fees	\$ 4,035,732	\$ 6,041,323

Services Provided by PricewaterhouseCoopers LLP

The table above discloses fees paid to PricewaterhouseCoopers LLP ("PwC") during the last two fiscal years for the following professional services:

- **Audit Fees** - These are fees for professional services performed by PwC for the audit of the Company's annual financial statements and review of financial statements included in the Company's 10-Q filings, and services that are normally provided in connection with statutory and regulatory filings or engagements.
- **Audit-Related Fees** - These are fees for assurance and related services performed by PwC that are reasonably related to the performance of the audit or review of the Company's financial statements. This includes: employee benefit and compensation plan audits; due diligence related to mergers and acquisitions; internal control reviews; attestations by PwC that are not required by statute or regulation; and consulting on financial accounting/reporting standards.
- **Tax Fees** - These are fees for professional services performed by PwC with respect to tax compliance, tax advice and tax planning. This includes preparation of original and amended tax returns for the Company and its consolidated subsidiaries; refund claims; payment planning; tax audit assistance; and tax work stemming from "Audit-Related" items.
- **All Other Fees** - These are fees for other permissible work performed by PwC that does not meet the above category descriptions. This includes litigation assistance, tax filing and planning for individual employees involved in the Company's expatriate program and various local engagements that are permissible under applicable laws and regulations.

Audit Committee Pre-Approval Policy

The Audit Committee has a formal policy concerning approval of all services to be provided by PricewaterhouseCoopers LLP, the Company's independent auditor, including audit, audit-related, tax and other services. The policy requires that all services PricewaterhouseCoopers LLP may provide to the Company must be pre-approved by the Committee. The Chairman of the Committee has the authority to pre-approve permitted services that require action between regular Committee meetings, provided he reports to the Committee at the next regular meeting. Early in each fiscal year, the Committee approves the list of planned audit and non-audit services to be provided by PricewaterhouseCoopers LLP during that year, as well as a budget estimating spending for such services for the fiscal year. Any proposed services exceeding the maximum fee levels set forth in that budget must receive specific pre-approval by the Audit Committee. The Committee approved all services provided by PricewaterhouseCoopers LLP during fiscal year 2005.

STOCK OWNERSHIP INFORMATION

Five Percent Owners of Common Stock. The table below lists the persons known by the Company to beneficially own at least 5% of the Company's common stock as of November 1, 2005.

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership	% of Shares Outstanding (A)
Ariel Capital Management, LLC 200 East Randolph Drive Suite 2900 Chicago, IL 60601	Common Stock	7,354,995(B)	10.85%
Goldman Sachs Asset Management 32 Old Slip New York, NY 10005	Common Stock	5,592,738(C)	8.25%

William P. Stiritz 533 Maryville University Drive St. Louis, MO 63141 Attn.: Corporate Secretary	Common Stock	3,066,657(D)	5.26%
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- (A) The number of shares outstanding used in this calculation was the number actually outstanding on November 1, 2005, plus 630,000 shares which Mr. Stiritz could acquire upon exercise of options or conversion of stock equivalents within 60 days.
- (B) Based on a written statement from the shareholder, which disclaims any beneficial economic interest in any of the shares, and states that it holds the voting power and/or investment discretion solely in a fiduciary capacity as an investment adviser for its clients, none of which individually owns more than 5% of the Common Stock. Of the total shares beneficially owned, the shareholder has voting and investment powers as follows: sole voting - 5,919,470 shares; shared voting - 0 shares; sole dispositive - 7,352,420 shares; and shared dispositive - 0 shares.
- (C) Based on a 13F filed as of September 30, 2005 by the shareholder, a separate operating unit of Goldman Sachs & Co., which disclaims any beneficial economic interest in any of the shares, and states that it holds the voting power and/or investment discretion solely in a fiduciary capacity as an investment adviser for its clients, none of which individually owns more than 5% of the Common Stock. Of the total shares beneficially owned, the shareholder has voting and investment powers as follows: sole voting - 4,072,074 shares; shared voting - 0 shares; sole dispositive - 3,649,624 shares; and shared dispositive - 135,887 shares.
- (D) Based on a written statement from the shareholder, which disclaims any beneficial interest in 521,357 shares owned by the shareholder's spouse. The total shares beneficially owned also includes shares which may be acquired within 60 days upon exercise of vested options and conversion of restricted stock equivalents. Of the total shares beneficially owned, the shareholder has voting and investment powers as follows: sole voting - 2,545,300 shares; shared voting - 0 shares; sole dispositive - 2,545,300 shares; and shared dispositive - 0 shares.

COMMON STOCK OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The table below contains information regarding stock ownership of directors, nominees and executive officers as of November 1, 2005. It does not reflect any changes in ownership that may have occurred after that date.

Directors And Executive Officers	Shares Beneficially Owned	Shares held in Savings Investment Plan (A)	Options Exercisable Within 60 Days (B)	% of Shares Outstanding (C) (*denotes less than 1%)
Bill G. Armstrong	0	0	10,000	*
R. David Hoover	20,000 (H)	0	10,000	*
John C. Hunter	0	0	10,000	*
John E. Klein	11,700	0	10,000	*
Richard A. Liddy	29,000 (H)	0	10,000	*
W. Patrick McGinnis	38,918	0	10,000	*
Joe R. Micheletto	20,008 (H)	0	10,000	*
Pamela M. Nicholson	10,000	0	10,000	*
John R. Roberts	10,000	0	10,000	*

William P. Stiritz	3,066,657 (D)(H)	0	500,000	5.18%
J. Patrick Mulcahy	441,843 (E)	29,319	500,000	1.41%
Ward M. Klein	61,840 (H)	5,295	190,000	*
David P. Hatfield	5,889(F)	4,587	13,334	*
Joseph E. Lynch	0	425	50,000	*
Joseph W. McClanathan	31,438 (H)	3,778	81,667	*
Daniel J. Sescleifer	1,250 (G)(H)	0	59,167	*
All Officers and Directors	3,750,589 (G)(H)	46,390	1,491,752	7.68%

In general, “beneficial ownership” includes those shares a director or executive officer has the power to vote or transfer, as well as shares owned by immediate family members that reside with the director or officer. Unless otherwise indicated below, directors and executive officers named in the table above have sole voting and investment authority with respect to the shares set forth in the table. The table above also indicates shares that may be obtained within 60 days upon the exercise of options, or upon the conversion of vested stock equivalents into shares of common stock.

- (A) Column indicates the most recent approximation of the number of shares of Common Stock as to which participants in the Company’s Savings Investment Plan have voting and transfer rights. Shares of Common Stock which are held in the Plan are not directly allocated to individual participants but instead are held in a separate fund in which participants acquire units. Such fund also holds varying amounts of cash and short-term investments. The number of shares allocable to a participant will vary on a daily basis based upon the cash position of the fund and the market price of the stock.
- (B) Under the terms of the stock option agreements granted to the directors, all options granted to a director that have otherwise not vested will vest and become exercisable in the event that he or she retires or resigns from the Board.
- (C) The number of shares outstanding for purposes of this calculation was the number outstanding as of November 1, 2005 plus the number of shares which could be acquired upon the exercise of vested options, or options that could vest within 60 days, by all officers and directors, and the conversion of vested stock equivalents.
- (D) Mr. Stiritz disclaims beneficial ownership of 521,357 shares of Common Stock owned by his wife.
- (E) Mr. Mulcahy disclaims beneficial ownership of 12,500 shares of Common Stock owned by his wife and 111 shares owned by his step-daughter.
- (F) Mr. Hatfield disclaims beneficial ownership of 2,226 shares of Common Stock owned by his wife.
- (G) Excludes 542,927 shares of Common Stock held to fund retirement benefits by the Energizer Holdings, Inc. Retirement Plan Trust, of which Mr. Sescleifer and another executive officer serve as two of six trustees who collectively exercise voting and investment power. The officers disclaim beneficial ownership of those shares.
- (H) Includes vested Common Stock equivalents which will convert to shares of Common Stock upon the officer’s or director’s retirement, resignation from the Board or termination of employment with the Company. The number of vested equivalents credited to each individual officer or director is as follows: Mr. Stiritz: 130,000; Mr. Hoover: 10,000; Mr. Liddy: 10,000; Mr. Micheletto: 10,000; Mr. Ward Klein: 30,000; Mr. McClanathan: 30,000; Mr. Sescleifer: 1,250; and all other executive officers: 1,250.

EXECUTIVE COMPENSATION

The following tables and narratives discuss the compensation paid in fiscal year 2005 to the Chief Executive Officer, the retired Chief Executive Officer and the other four most highly compensated executive officers (“Named Executive Officers”).

The Summary Compensation Table set forth below summarizes compensation received by the Named Executive Officers for the entire fiscal years indicated.

SUMMARY COMPENSATION TABLE

<u>Name and Principal Position</u>	<u>Year</u>	<u>Annual Compensation</u>			<u>Long-Term Compensation (Awards)</u>	<u>Long-Term Compensat'n (Payouts)</u>	<u>Long-Term Incentive Plan \$ (2)</u>	<u>All Other Compensation (\$)(3)</u>
		<u>Salary(\$)</u>	<u>Bonus(\$)</u>	<u>Other Annual Compensation (\$)</u>	<u>Securities Underlying Options (#)</u>	<u>Restricted Stock Equivalents (\$)(1)</u>		
J. Patrick	2005	\$216,667	\$337,783	\$3,547	-	\$552,000	\$650,000	\$30,750,345**
Mulcahy	2004	\$650,000	(5)	\$3,301	-	-	(5)	\$373,194
Retired Chief Executive Officer (retired as of 1/25/05)	2003	\$650,000	\$1,072,500	\$15,950	-	-	\$650,000	\$175,819
			\$ 975,000				-	
Ward M. Klein	2005	\$602,976	\$818,350	\$2,205	45,000	\$1,106,550	\$450,000	\$273,005
Chief Executive Officer	2004	\$500,000	\$742,500	-	100,000	-	\$236,000	\$21,933
	2003	\$295,000	\$336,300	\$12,252	-	\$568,400	-	\$23,452
Joseph E. Lynch	2005	\$425,000	\$433,723	\$7,443	10,000	\$245,900	\$237,100	\$181,423
CEO &	2004	\$411,671	\$407,880	-	50,000	-	\$165,000	\$153,660
President, Schick-Wilkinson Sword (4)	2003	\$396,600	\$250,000	-	200,000	\$568,400	-	\$70,833
Joseph W. McClanathan	2005	\$425,000	\$460,700	\$1,054	20,000	\$461,300	\$280,000	\$165,564
CEO &	2004	\$350,000	\$462,000	\$1,051	50,000	-	\$236,000	\$ 12,422
President, Energizer Battery	2003	\$295,000	\$336,300	\$10,333	-	\$568,400	-	\$ 99,074
Daniel J. Sescleifer	2005	\$325,000	\$405,340	\$5,225	10,000	\$230,650	\$228,000	\$132,698
Executive Vice President and Chief Financial Officer	2004	\$284,900	\$376,200	-	-	-	\$220,000	\$65,203
	2003	\$275,000	\$330,000	-	-	\$568,400	-	\$43,881
David P. Hatfield	2005	\$275,000	\$227,040	-	20,000	\$461,300	\$150,000	\$102,547
Executive Vice President and Chief Marketing Officer	2004	\$241,251	\$247,500	-	-	-	\$117,765	\$ 98,599
	2003	\$214,118	\$167,815	-	-	\$568,400	-	\$ 59,807

** Includes retirement distributions of previously earned but deferred compensation in the amount of \$30,505,884. See Footnote 3.

(1) Table shows value of restricted stock equivalents as of date of grant. As of September 30, 2005, the aggregate number and value of unvested restricted stock equivalents credited to each of the Named Executive Officers was as follows:

- q Mr. Klein, 42,500 equivalents; \$2,409,750
- q Mr. Lynch, 25,000 equivalents; \$1,417,500
- q Mr. McClanathan, 30,000 equivalents; \$1,701,000
- q Mr. Sescleifer, 25,000 equivalents; \$1,417,500
- q Mr. Hatfield, 30,000 equivalents; \$1,701,000
- q Mr. Mulcahy, 10,000 equivalents; \$567,000

In May, 2003, Messrs. Lynch, Klein, McClanathan, Sescleifer and Hatfield were each granted 20,000 restricted stock equivalents which vest, in one-third increments, every third year over a nine-year period. In October, 2004, Messrs. McClanathan and Hatfield were each granted 10,000 restricted stock equivalents, and Mr. Sescleifer was granted 5,000 restricted stock equivalents, and, in January, 2005, Mr. Klein was granted 22,500 restricted stock equivalents, and Mr. Lynch was granted 5,000 restricted stock equivalents, all of which vest, in 25% increments, every year commencing on the 1st anniversary date of the award. With respect to all of the above grants, at vesting, the equivalents will convert into shares of Common Stock unless the Officer elected to defer conversion until termination of employment. The equivalents also vest upon the Officer's death, disability, involuntary termination of employment or change of control of the Company. If dividends are paid on the Common Stock, an amount in cash equal to the dividends that would have been paid if the equivalents had been actual shares of Common Stock will be paid to the Officer at the time of conversion. In January, 2005, upon his retirement, Mr. Mulcahy was granted 10,000 restricted stock equivalents as consideration for an agreement not to compete with the Company, the terms of which are described in more detail under "EMPLOYMENT CONTRACTS AND TERMINATION OF EMPLOYMENT AND CHANGE OF CONTROL ARRANGEMENTS" in this Proxy Statement. Vested but deferred equivalents credited to the Officers are indicated in footnote (H) to the Common Stock Ownership table of this Proxy Statement.

(2) Amounts in this column reflect payment of bonus opportunities created in fiscal year 2004 under the Company's Annual and Long-Term Bonus Program, which were payable contingent upon fiscal year 2005 results.

(3) The amounts shown in this column with respect to fiscal year 2005 consist of the following:

(i) Retirement distributions - upon Mr. Mulcahy's retirement from the Company on 1/25/05, he received the following distributions, in cash, in accordance with the terms of Company benefit programs and policies: (a) Deferred Compensation Plan distribution of \$16,841,167, which was comprised of the following: (i) bonus and award deferrals by Mr. Mulcahy, and company matches, during the course of his 32 year career with Ralston Purina Company, in the amount of \$7,307,060 (Under the terms of the Reorganization Agreement entered into between the Company and Ralston at the time of the spin-off, liability for payments to Company employees under the terms of the Ralston Purina Company Deferred Compensation Plan were assumed by the Company.); (ii) bonus deferrals by Mr. Mulcahy since the spin-off, in the aggregate amount of \$7,568,515; (iii) Company matches on Mr. Mulcahy's voluntary bonus deferrals since spin-off, in the amount of \$1,965,592. (The above amounts also reflect net investment returns from the time of crediting. Returns under the Plan are at market rate, either based upon the performance of Energizer Stock or upon the return of Vanguard investment funds offered by the Company's Savings Investment Plan.); (b) Executive Savings Investment Plan distribution of \$5,752,181, representing Mr. Mulcahy's voluntary deferral of salary and bonus, and Company matching deferrals on such amounts, which would have been deferred into the Company's Savings Investment Plan but for IRS limitations on contributions to 401(k) plans by highly-compensated employees;

and (c) aggregate payments of \$553,236 during fiscal year 2005 under the terms of the Company's Supplemental Executive Retirement Plan, which provides for payment of the additional pension benefit, based on years of service and final average salary, that Mr. Mulcahy would have received under the Company's qualified retirement plan but for IRS benefit limitation rules. In addition, 130,000 vested stock equivalents previously granted to Mr. Mulcahy converted into shares of Common Stock upon his retirement, in accordance with the terms of the initial stock award. The market value of the shares at issuance was \$7,359,300. Mr. Mulcahy also received a cash payout for accrued vacation (consisting of 53 days of banked PTO and sabbatical reserve, and 36 days of annual vacation for 2005, which accrues as of the beginning of each calendar year) in the amount of \$222,500.

(ii) the Savings Investment Plan and Executive Savings Investment Plan ³/₄ Company matching contributions or accruals:

- s Mr. Mulcahy, \$21,875
- s Mr. Hatfield, \$8,187
- s Mr. Klein, \$35,089
- s Mr. Lynch, \$13,617
- s Mr. McClanathan, \$30,289
- s Mr. Sescleifer, \$21,764

The amounts shown do not include benefits which were accrued by the Named Executive Officers in the Executive Savings Investment Plan in lieu of the PensionPlus Match Account in the Energizer Holdings, Inc. Retirement Plan due to certain limits imposed by the Internal Revenue Code on accruals in the Retirement Plan. Such additional amounts are disclosed in the discussion of the PensionPlus Match Account under "RETIREMENT PLAN" in this Proxy Statement.

(iii) the Deferred Compensation Plan ³/₄ a Company match of 25% of the percent of the officer's annual bonus voluntarily deferred into the Energizer Stock Equivalent Fund:

- s Mr. Klein, \$237,816
- s Mr. Sescleifer, \$110,834
- s Mr. Hatfield, \$94,260
- s Mr. Lynch, \$167,706
- s Mr. McClanathan, \$135,175

(iv) the Group Life Insurance Plan ³/₄ term life insurance premiums paid by the Company for the first \$40,000 of coverage for each of the Named Executive Officers, \$100. The premiums paid for Mr. Mulcahy for 4 months of coverage under the Group Life Plan (while he was employed by the Company) and for 7 months of coverage under the Company's group retiree life insurance plan, aggregated to a total of \$86.

(4) Mr. Lynch was not employed by the Company prior to March 28, 2003. The "Salary" column for fiscal year 2003 reflects his annualized salary, i.e., the salary amount which he would have been paid had he been paid for a full year at the rate in effect from March 28, 2003, the date of the acquisition of the Schick-Wilkinson Sword business, through the end of the fiscal year. The full amount of the bonus paid by the Company to him with respect to that year is reflected in the "Bonus" column for that year. No attempt has been made to pro rate his bonus based on the relationship between the period before the acquisition and the period after.

(5) Under the terms of the Separation Agreement and General Release entered into with Mr. Mulcahy prior to his retirement, he received payment of the long-term component of his 2004 bonus which he would have otherwise received if he had remained employed throughout FY 2005. He also received a prorated portion of the 2005 annual bonus he would have received under the Company's 2005 Annual and Long-Term Bonus Program.

Perquisites

The following are the only perquisites provided by the Company to the Named Executive Officers:

Personal use of Company aircraft. Ward M. Klein, the Chief Executive Officer, has been authorized to use Company-owned aircraft for personal travel for up to 30 flight hours per year, when the Company-owned aircraft are not being used on business related trips. In addition, he is authorized to permit family members and guests to accompany him on business or personal flights on Company-owned aircraft. During 2005 there was no incremental cost to the Company related to Mr. Klein's personal use of the aircraft.

Executive Financial Planning Program. The Company will reimburse the executives for 80% of the cost of personal financial advisory services, up to an annual maximum of \$6,000.

Executive Health Plan. The Company pays the annual premium for each executive for an excess health insurance policy which generally covers all health care expenses to the extent not covered by the Company's Medical Plan. The executives are required to pay for the underlying coverage at the same rate as all other employees.

Executive Excess Liability Plan. The Company pays the annual premium for a group policy providing each executive with personal excess liability coverage in excess of the executive's primary personal liability insurance, the cost of which is borne by each executive.

The aggregate value of all perquisites actually received by each of the Named Executive Officers did not exceed the SEC's minimum threshold for disclosure in years 2005, 2004 and 2003.

OPTION GRANTS IN LAST FISCAL YEAR

(a) Name	(b) Number of Securities Underlying Options Granted (#)	(c) % of Total Options Granted to Employees in Fiscal Year	(d) Exercise or Base Price (\$/Sh)	(e) Expiration Date	(f) Grant Date Present Value (\$)
J. Patrick Mulcahy	-	-	-	-	-
Ward M. Klein	45,000 (1)(2)	19.24%	\$49.18(3)	1/13/15	\$974,925(4)(6)
Joseph E. Lynch	10,000(1)(2)	4.27%	\$49.18(3)	1/13/15	\$216,650(4)(6)
Joseph W. McClanathan	20,000(1)(2)	8.55%	\$46.13(3)	10/18/14	\$403,900(5)(6)
Daniel J. Sescleifer	10,000(1)(2)	4.27%	\$46.13(3)	10/18/14	\$201,950(5)(6)
David P. Hatfield	20,000(1)(2)	8.55%	\$46.13(3)	10/18/14	\$403,900(5)(6)

(1) Options granted were options to acquire shares of Common Stock.

(2) Options become exercisable at the rate of 25% of total shares on the 1st, 2nd, 3rd and 4th anniversaries of the date of grant and upon death, declaration of permanent and total disability, voluntary termination of employment at or after age 55, involuntary termination other than for cause, or upon a change in control of the Company.

(3) Market price on date of grant.

- (4) Calculated using the Black Scholes pricing model. Underlying assumptions used in the calculation include a ten-year expiration, a