MULCAHY J PATRICK

Form 4

January 03, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MULCAHY J PATRICK

5. Relationship of Reporting Person(s) to

Symbol

ENERGIZER HOLDINGS, INC.

2. Issuer Name and Ticker or Trading

(Check all applicable)

[ENR]

(Last)

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

ENERGIZER, 533 MARYVILLE

(Street)

UNIVERSITY DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

12/29/2017

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

ST. LOUIS, MO 63141

(City) (State) 1. Title of

(Zip) 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code '	V (A)	(D) Date Exercisabl	Expiration e Date	Title	Amount or Number of Shares	
Phantom Stock Units in Deferred Compensation	\$ 0	12/29/2017		A	1,042 (1)	(2)	(2)	Common Stock	1,042	

Reporting Owners

Relationships Reporting Owner Name / Address

X

10% Owner Officer Other Director

MULCAHY J PATRICK **ENERGIZER**

533 MARYVILLE UNIVERSITY DRIVE

ST. LOUIS, MO 63141

Signatures

By: Melissa A. Nazzoli Attorney in Fact For: J. Patrick Mulcahy

01/03/2018

**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).
- Deferral of annual retainer credited to the Reporting Person's balance in the Energizer Stock Equivalent Fund of the Company's Deferred **(1)** Compensation Plan in the form of additional Phantom Stock Units.
- Phantom Stock Units are payable in cash following the termination of the Reporting Person's service on the Company's Board of **(2)** Directors.

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.

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