Lumley David R Form 4 December 06, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

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if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Lumley David R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Spectrum Brands Holdings, Inc.

(Check all applicable)

[SPB]

(Last)

(City)

Common

Stock

(Middle)

(Zip)

3. Date of Earliest Transaction

\_X\_\_ Director

10% Owner Other (specify

(Month/Day/Year)

12/02/2011

X\_ Officer (give title below) CEO & Pres. GBPC H&G

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

(First)

(Street)

(State)

12/02/2011

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MADISON, WI 53711

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. Code (Month/Day/Year) (Instr. 8)

Code V

F

4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) (Instr. 3, 4 and 5)

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

Following

Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A)

D

Reported Transaction(s) (Instr. 3 and 4)

(Instr. 4)

D

D

(D) Price Amount

Common 12/02/2011 Stock

M 173,600

(3)

38,366

(1)  $289,792^{(2)}$ Α

28.01

251,426 <sup>(2)</sup>

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

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**SEC 1474** (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Performance Rights	(1)	12/02/2011		M		173,600	<u>(1)</u>	09/30/2012	Common Stock	173,
Performance Rights	<u>(4)</u>						<u>(4)</u>	09/30/2013	Common Stock	173,
Performance Rights	<u>(5)</u>						(5)	09/30/2013	Common Stock	216,

## **Reporting Owners**

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		

Lumley David R C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE MADISON, WI 53711

 $\mathbf{X}$ 

CEO & Pres. GBPC H&G

Relationshins

## **Signatures**

Nathan E. Fagre, attorney-in-fact 12/06/2011

\*\*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).

Under the Spectrum Brands Holdings, Inc. 2011 Equity Award Plan, 173,600 performance rights, each representing a right to receive one share of the Issuer's common stock, vested on December 2, 2011 upon the Issuer meeting certain adjusted EBITDA and free cash flow

- (1) performance targets for the year ended September 30, 2011 (the "2011 Award"). Mr. Lumley immediately received 86,800 shares, less the tax withholding discussed in footnote 3, and will receive the remaining 86,800 shares on September 30, 2012 if he is employed by the Issuer on such date.
- (2) Includes 86,800 shares of restricted stock of Issuer granted under the 2011 Award, which will vest on September 30, 2012 if Mr. Lumley is employed by the Issuer on such date.
- (3) Represents 38,366 shares of Issuer's common stock automatically withheld to satisfy Mr. Lumley's tax withholding obligation upon the vesting of performance rights representing 86,800 shares.
- (4) Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2012 Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2012, if Mr. Lumley is employed by the

Reporting Owners 2

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Issuer on such date (the "2012 Award"). In addition, an amount equal to the 2012 Award will vest on September 30, 2013, if Mr. Lumley is employed by the Issuer on such date.

Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2011 Two-Year Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting contain adjusted EPLTDA free each flow and strategic integration performance torgets for the two years ended September 20, 2012, if Management and EPLTDA free each flow and strategic integration performance torgets for the two years ended September 20, 2012, if Management and EPLTDA free each flow and strategic integration performance torgets for the two years ended September 20, 2012, if Management and EPLTDA free each flow and strategic integration performance torgets for the two years and adjusted EPLTDA free each flow and strategic integration performance torgets for the two years and adjusted EPLTDA.

(5) certain adjusted EBITDA, free cash flow and strategic integration performance targets for the two years ended September 30, 2012, if Mr. Lumley is employed by the Issuer on such date (the "Two-Year 2012 Award"). In addition, an amount equal to the Two-Year 2012 Award will vest on September 30, 2013, if Mr. Lumley 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. 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.