

Spectrum Brands Holdings, Inc.
 Form 4
 November 27, 2013

FORM 4

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

OMB APPROVAL

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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 *
Lumley David R

(Last) (First) (Middle)

C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY

(Street)

MIDDLETON, WI 53562

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President GB&PC H&G

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)			
			Code	V	Amount or Price (A) or (D)					
Common Stock	11/25/2013		M		40,000	A	①	132,696	D	
Common Stock	11/25/2013		F		19,880	D	\$	69.13	112,816	D
Common Stock	11/25/2013		M		55,555	A	③	168,371	D	
Common Stock	11/25/2013		F		27,611	D	\$	69.13	140,760	D

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common stock ("Performance Award"). In addition, an amount equal to the Performance Award will vest, if Mr. Lumley is employed by the Issuer through the first anniversary of the Performance Vesting Date ("Service Award"). The Performance Award and the Service Award together constitute the 2013 Award.

- (4) These shares of the Issuer's common stock were tendered to satisfy Mr. Lumley's tax withholding obligation upon the vesting and settling of performance rights for 55,555 shares.
- (5) Each performance right represents a contingent right to receive one share of the Issuer's common stock.
- (6) Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award. It was adjusted to reflect achievement of 100% of the performance targets.

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