

Maura David M
Form 4
May 14, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Maura David M

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)
05/11/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O HARBINGER GROUP INC., 450 PARK AVENUE, 27TH FLOOR

(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

NEW YORK, NY 10022

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock (par value \$0.01 per share)	05/11/2012		P	100	A \$ 32.16	20,100	D
Common Stock (par value \$0.01 per share)	05/11/2012		P	200	A \$ 32.16	20,300	D
Common Stock (par value \$0.01 per share)	05/11/2012		P	600	A \$ 32.13	20,900	D

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value \$0.01 per share)							
Common Stock (par value \$0.01 per share)	05/11/2012	P	100	A	\$ 32.16	21,000	D
Common Stock (par value \$0.01 per share)	05/11/2012	P	100	A	\$ 32.16	21,100	D
Common Stock (par value \$0.01 per share)	05/11/2012	P	100	A	\$ 32.16	21,200	D
Common Stock (par value \$0.01 per share)	05/11/2012	P	200	A	\$ 32.16	21,400	D
Common Stock (par value \$0.01 per share)	05/11/2012	P	200	A	\$ 32.16	21,600	D
Common Stock (par value \$0.01 per share)	05/11/2012	P	100	A	\$ 32.16	21,700	D
Common Stock (par value \$0.01 per share)	05/11/2012	P	100	A	\$ 32.16	21,800	D
Common Stock (par value \$0.01 per share)	05/11/2012	P	100	A	\$ 32.16	21,900	D
Common Stock (par value \$0.01 per share)	05/11/2012	P	100	A	\$ 32.16	22,000	D
Common Stock (par value \$0.01 per share)	05/11/2012	P	100	A	\$ 32.13	22,100	D
Common Stock (par value \$0.01	05/11/2012	P	200	A	\$ 32.13	22,300	D

per share)

Common Stock (par value \$0.01 per share) 05/11/2012 P 200 A \$ 32.13 22,500 D

Common Stock (par value \$0.01 per share) 05/11/2012 P 200 A \$ 32.13 22,700 D

Common Stock (par value \$0.01 per share) 05/11/2012 P 200 A \$ 32.13 22,900 D

Common Stock (par value \$0.01 per share) 05/11/2012 P 100 A \$ 32.13 23,000 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)

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Maura David M
C/O HARBINGER GROUP INC.
450 PARK AVENUE, 27TH FLOOR
NEW YORK, NY 10022

Signatures

/s/ David M. 05/14/2012
Maura

__Signature of Date
Reporting Person

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).

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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