

Lumley David R
Form 4
November 20, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2012

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

(Street)
MADISON, WI 53711

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

(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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/16/2012		M		36,166	A <u>(1)</u>	287,592 D
Common Stock	11/16/2012		F		15,986 <u>(2)</u>	D \$ 44.49	271,606 D
Common Stock	11/16/2012		M		86,800	A <u>(3)</u>	358,406 D
Common Stock	11/16/2012		F		38,366 <u>(4)</u>	D \$ 44.49	320,040 D
	11/16/2012		M		28,933	A <u>(5)</u>	348,973 D

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Common
Stock

Common Stock 11/16/2012 F 12,798 (6) D \$ 44.49 336,175 D

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights	(1)	11/16/2012		M		36,166		(1)	09/30/2013	Common Stock	36,166
Performance Rights	(3)	11/16/2012		M		86,800		(3)	09/30/2013	Common Stock	86,800
Performance Rights	(5)	11/16/2012		M		28,933		(5)	09/30/2013	Common Stock	28,933

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

CEO and President GB&PC H&G

Signatures

/s/ Nathan E. Faegre,
attorney-in-fact

11/20/2012

**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).

(1) 50% of the performance rights granted on November 15, 2010 under the Issuer's 2011 Two-Year Equity Award Plan vested on November 16, 2012 and such performance rights settled for 36,166 shares of the Issuer's common stock (the "Two-Year Award"). In addition, an amount equal to the Two-Year Award will vest on September 30, 2013, if Mr. Lumley is employed by the Issuer on such date.

(2) Represents 15,986 shares of Issuer's common stock automatically withheld to satisfy Mr. Lumley's tax withholding obligation upon the vesting of performance rights representing 36,166 shares.

(3) 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan vested on November 16, 2012 and such performance rights settled for 86,800 shares of the Issuer's common stock (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.

(4) 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.

(5) 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan for exceeding performance targets vested on November 16, 2012 and such performance rights settled for 28,933 shares of the Issuer's common stock. In addition, an amount equal to the settlement will vest on September 30, 2013, if Mr. Lumley is employed by the Issuer on such date.

(6) Represents 12,798 shares of Issuer's common stock automatically withheld to satisfy Mr. Lumley's tax withholding obligation upon the vesting of performance rights representing 28,933 shares.

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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