

Spectrum Brands Holdings, Inc.
Form 4
November 20, 2012

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 *
FAGRE NATHAN E

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)
11/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and General Counsel

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

(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

MADISON, WI 53711

(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 | 11/16/2012 | | M | 2,500 | A (1) | 15,790 | D |
| Common Stock | 11/16/2012 | | F | 855 (2) | D \$ 44.49 | 14,935 | D |
| Common Stock | 11/16/2012 | | M | 5,000 | A (3) | 19,935 | D |
| Common Stock | 11/16/2012 | | F | 1,711 (4) | D \$ 44.49 | 18,224 | D |
| | 11/16/2012 | | M | 2,000 | A (5) | 20,224 | D |

Common
Stock

Common Stock 11/16/2012 F 685 ⁽⁶⁾ D \$ 44.49 19,539 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Performance Rights | ⁽¹⁾ | 11/16/2012 | | M | 2,500 | ⁽¹⁾ 09/30/2013 | Common Stock | 2,500 |
| Performance Rights | ⁽³⁾ | 11/16/2012 | | M | 5,000 | ⁽³⁾ 09/30/2013 | Common Stock | 5,000 |
| Performance Rights | ⁽⁵⁾ | 11/16/2012 | | M | 2,000 | ⁽⁵⁾ 09/30/2013 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FAGRE NATHAN E C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE MADISON, WI 53711 | | | SVP and General Counsel | |

Signatures

/s/ Nathan E. Faegre 11/20/2012
Date

Signature of
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).
 - (1) 50% of the performance rights granted on January 17, 2011 under the Issuer's 2011 Two-Year Equity Award Plan vested on November 16, 2012 and such performance rights settled for 2,500 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. Fagre is employed by the Issuer on such date.
 - (2) Represents 855 shares of Issuer's common stock automatically withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting of performance rights representing 2,500 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 5,000 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. Fagre is employed by the Issuer on such date.
 - (4) Represents 1,711 shares of Issuer's common stock automatically withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting of performance rights representing 5,000 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 2,000 shares of the Issuer's common stock. In addition, an amount equal to the settlement will vest on September 30, 2013, if Mr. Fagre is employed by the Issuer on such date.
 - (6) Represents 685 shares of Issuer's common stock automatically withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting of performance rights representing 2,000 shares.

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.