Spectrum Brands Holdings, Inc.
Form 4
November 20, 2013

FORM 4

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAGRE NATHAN E

(Last) (First) (Middle)

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

(Street)

MADISON, WI 53711

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, GC and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/16/2013		M		2,500	A	(1)	8,899	D	
Common Stock	11/18/2013		F		878 (2)	D	$ 65.63	8,021	D	
Common Stock	11/16/2013		M		5,000	A	(3)	13,021	D	
Common Stock	11/18/2013		F		1,756 (4)	D	$ 65.63	11,265	D	
	11/16/2013		M		2,000	A	(5)	13,265	D	

Common Stock									
Common Stock	11/18/2013		F		703 (6)	D	$ 65.63	12,562	D

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

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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)		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 (7)	(1)	11/16/2013		M			2,500	(1)	11/16/2013	Common Stock	2,500
Performance Rights (7)	(3)	11/16/2013		M			5,000	(3)	11/16/2013	Common Stock	5,000
Performance Rights (7)	(5)	11/16/2013		M			2,000	(5)	11/16/2013	Common Stock	2,000
Performance Rights (7)	(8) (9)							(8)(9)	(8)(9)	Common Stock	15,000

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	X		SVP, GC and Secretary	

Signatures

/s/ Nathan E. Fagre	11/20/2013
**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) The remaining 50% of the performance rights granted on January 17, 2011 under the Issuer's 2011 Two-Year Equity Award Plan vested and settled for 2,500 shares of the Issuer's common stock on November 16, 2013.

(2) These shares of the Issuer's common stock were tendered to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of performance rights for 2,500 shares.

(3) The remaining 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan vested and settled for 5,000 shares of the Issuer's common stock on November 16, 2013.

(4) These shares of the Issuer's common stock were tendered to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of performance rights for 5,000 shares.

(5) The remaining 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan for exceeding performance targets vested and settled for 2,000 shares of the Issuer's common stock on November 16, 2013.

(6) These shares of the Issuer's common stock were tendered to satisfy Mr. Fagre's tax withholding obligation upon the vesting and settling of performance rights for 2,000 shares.

(7) Each performance right represents a contingent right to receive one share of the Issuer's common stock.

(8) Up to 50% of such performance rights granted under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 (the "Performance Vesting Date")("Performance Award"). In addition, an amount equal to the Performance Award will vest, if Mr. Fagre is employed by the Issuer through the first anniversary of the Performance Vesting Date ("Service Award"). Mr. Fagre will also be eligible to receive up to 5,250 additional shares ("Additional Award") within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2014 and if Mr. Fagre is employed by the Issuer at that date. The Performance Award, the Service Award and the Additional Award together constitute the 2013 Award.

(9) Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award, which represents achievement of 135% of the performance targets. If 100% of the performance targets is achieved, 15,000 shares are issuable upon full vesting of the 2013 Award.

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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