

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MATTHEWS NORMAN S</u> (Last) (First) (Middle) <u>601 RAYOVAC DRIVE</u> (Street) <u>MADISON WI 53711</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/16/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [SPB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock⁽¹⁾⁽²⁾</u>	<u>3,017</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Pursuant to the terms of the Agreement and Plan of Merger, dated as of February 9, 2010, as amended, by and among Spectrum Brands, Inc. ("Spectrum Brands"), Russell Hobbs, Inc., Issuer, Battery Merger Corp. ("Battery Sub"), a direct wholly-owned subsidiary of Issuer, and Grill Merger Corp., a direct wholly-owned subsidiary of Issuer, all Delaware corporations, on June 16, 2010, among other things, Battery Sub merged with and into Spectrum Brands ("Battery Merger"). Spectrum Brands continued as the surviving corporation in the Battery Merger and became an indirectly wholly-owned subsidiary of Issuer.

2. In connection with the Battery Merger, the shares issuable under the Spectrum Brands, Inc. 2009 Incentive Plan (the "Plan") were assumed by the Issuer. The 3,017 shares of restricted stock of Spectrum Brands awarded to Mr. Matthews under the Plan, which were valued at \$31.50 per share in the Battery Merger and were scheduled to vest on October 1, 2010 if Mr. Matthews was a director of Spectrum Brands on such date, were canceled and exchanged for 3,017 shares of restricted stock of the Issuer, which will have the same vesting schedule as the restricted stock of Spectrum Brands.

/s/ Norman S. Matthews 06/16/2010

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.