

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB NUMBER: 3235-0287
EXPIRES:
DECEMBER 31, 2001
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE ... 0.5

1. Name and Address of Reporting Person

Jones David A.
(Last) (First) (Middle)

c/o Rayovac Corporation, 601 Rayovac Drive

(Street)

Madison Wisconsin 53711
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Rayovac Corporation (ROV)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

June/2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- (X) Director
() 10% Owner
(X) Officer (give title below)
() Other (specify title below)
Chief Executive Officer

7. 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)

- A. Common Stock, par value \$.01 per share
B. Common Stock, par value \$.01 per share

2. Transaction Date (Month/Day/Year)

- A. 6/20/2001 (1)
B. 6/20/2001 (1)

3. Transaction Code (Instr. 8)

- A. M
B. S

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

- A. 403,396 shares acquired upon the exercise of options at an exercise price of \$4.39 per share (A)

B. 437,037 shares sold at \$19.50 per share (D)(2)

5. Amount of Securities Beneficially Owned at End of Month
(Instr. 3 and 4)

74,869

6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)

69,005(D); 5,864 (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

See Footnote (3)

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)

Employee Stock Option (Right to Buy)

2. Conversion or Exercise Price of Derivative Security

\$4.39

3. Transaction Date (Month/Day/Year)

6/20/2001 (1)

4. Transaction Code (Instr. 8)

M

5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)

Exercised option to purchase 403,396 shares of common stock (D)

6. Date Exercisable and Expiration Date (Month/Day/Year)

See Footnote (4)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Common Stock; 403,396 shares

8. Price of Derivative Securities (Instr. 5)

9. Number of Derivative Securities Beneficially Owned at End of Month
(Instr. 4)

508,181

10. Ownership Form of Derivative Security: Direct(D) or Indirect(I)
(Instr. 4)

(D)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Not applicable.

EXPLANATION OF RESPONSES:

(1) On June 20, 2001, the reporting person entered into a Purchase Agreement between Rayovac Corporation, the underwriters named in Schedule A thereto and the selling shareholders named in Schedule B thereto with respect to sales of common stock of Rayovac Corporation, including the transactions reported herein. The closing of the transactions contemplated by the Purchase Agreement occurred on June 26, 2001.

(2) The price per share does not reflect underwriting discounts of \$.925 per share.

(3) The reporting person holds 3,972 shares through the Rayovac 401(k) Retirement Savings Plan. 1,892 shares represent the reporting

person's proportional interest in the Thomas H. Lee Equity Fund III, L.P.
The reporting person disclaims beneficial ownership of these securities,
and this report shall not be deemed an admission that the reporting person
is the beneficial owner of such securities for purposes of Section 16 or
for any other purpose.
(4) The option vests and becomes exercisable in equal annual installments
over a five-year period that commenced September 12, 1996. The option expires
on September 12, 2006.

/s/ James T. Lucke, as attorney-in-fact

July 3, 2001

** SIGNATURE OF REPORTING PERSON

DATE

** 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.

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.

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