

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Genito Anthony L</u>  (Last) (First) (Middle) <u>C/O SPECTRUM BRANDS HOLDINGS, INC.</u> <u>601 RAYOVAC DRIVE</u>  (Street) <u>MADISON WI 53711</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [ SPB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CFO &amp; CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2010</u>	
	4. 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 <input type="checkbox"/> 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	11/15/2010		A		17,364	A	(1)	97,650 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Rights	(3)	11/15/2010		A		88,888		(3)	09/30/2012	Common Stock	88,888	\$0	88,888	D	
Performance Rights	(4)	11/15/2010		A		111,111		(4)	09/30/2013	Common Stock	111,111	\$0	111,111	D	

**Explanation of Responses:**

- On November 15, 2010, Mr. Genito was awarded 17,364 shares of restricted stock of Issuer, which are scheduled to vest 33 1/3% on September 30, 2011, 33 1/3% on September 30, 2012 and 33 1/3% on September 30, 2013 if Mr. Genito is employed by the Issuer on such dates.
- In addition to the restricted stock discussed in footnote 1 above, amount includes 27,778 shares of restricted stock scheduled to vest on October 1, 2011 if Mr. Genito is employed by the Issuer on such date.
- Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2011, if Mr. Genito is employed by the Issuer on such date (the "2011 Award"). In addition, an amount equal to the 2011 Award will vest on September 30, 2012, if Mr. Genito is employed by the Issuer on such date.
- Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan, up to 50% of such performance rights will vest within 74 days of the Issuer meeting certain adjusted EBITDA, free cash flow and strategic integration performance targets for the two years ended September 30, 2012, if Mr. Genito is employed by the Issuer on such date (the "2012 Award"). In addition, an amount equal to the 2012 Award will vest on September 30, 2013, if Mr. Genito is employed by the Issuer on such date.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Anthony L. Genito 11/17/2010

\*\* 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 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).

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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of the Persons listed on Schedule A, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Spectrum Brands Holdings, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of November, 2010.

/s/ Anthony L. Genito

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Anthony L. Genito

## Schedule A

1. John Wilson,  
General Counsel and Secretary of Spectrum Brands Holdings, Inc.
2. Tracy Wrycha,  
Vice President and Assistant General Counsel
3. Michael Pfefferkorn,  
Division Vice President, Home & Garden Counsel
4. Thomas Parker,  
Division Vice President and Chief Intellectual Property Counsel
5. Bradford Sayler,  
Sutherland Asbill & Brennan LLP
6. Terri Ginsberg,

Sutherland Asbill & Brennan LLP

7. Ehsan Zargar  
Paul, Weiss, Rifkind, Wharton & Garrison, LLP