

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* POLISTINA TERRY			2. Issuer Name and Ticker or Trading Symbol Spectrum Brands Holdings, Inc. [SPB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/28/2013			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		
C/O SPECTRUM BRANDS HOLDINGS, INC. 601 RAYOVAC DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) MADISON WI 53711			(City)			(State)		
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/28/2013		M		18,518	A	(1)	100,535 ⁽²⁾	D	
Common Stock	10/28/2013		F		7,715 ⁽³⁾	D	\$66.41 ⁽⁴⁾	92,820	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						Amount or Number of Shares
Performance Rights ⁽⁵⁾	(1)	10/28/2013		M		18,518	(1)	(1)	10/28/2013	Common Stock	18,518	(1)	0	D	
Performance Rights ⁽⁵⁾	(6)(7)						(6)(7)	(6)(7)	(6)(7)	Common Stock	74,999		74,999	D	
Performance Rights ⁽⁵⁾	(8)						(8)	(8)	(8)	Common Stock	25,000		25,000	D	

Explanation of Responses:

- The remaining 18,518 performance rights granted on November 15, 2010 under the Issuer's 2011 Two-Year Equity Award Plan vested and settled for shares of the Issuer's common stock on October 28, 2013.
- Includes 1,595 restricted stock units that were awarded to Mr. Polistina under the Spectrum Brands Holdings, Inc. 2011 Omnibus Equity Award Plan which are settled in shares of common stock of the Issuer, and which are scheduled to vest in full on September 30, 2014.
- Represents shares of the Issuer's common stock sold pursuant to a Rule 10b5-1 trading plan adopted by Mr. Polistina on September 17, 2013 to satisfy his tax withholding obligations upon the vesting of performance rights representing 18,518 shares.
- Reflects the weighted average price of 7,715 shares of Common Stock of the Issuer sold by Mr. Polistina in multiple transactions on October 28, 2013 at prices ranging from \$65.93 to \$66.86 per share. Mr. Polistina undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Each performance right represents a contingent right to receive one share of the Issuer's common stock.
- 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 on the first anniversary of the Performance Vesting Date ("Service Award"). Mr. Polistina will also be eligible to receive up to 19,444 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. The Performance Award, the Service Award and the Additional Award together constitute the 2013 Award.
- 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, 55,555 shares are issuable upon full vesting of the 2013 Award.
- The performance rights will vest 100% within 74 days of the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2013 in connection with the successful integration of the Hardware Home Improvement Group from Stanley Black & Decker, Inc.

Remarks:

/s/ Nathan E. Fagre, attorney-in-fact 10/30/2013

** 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.

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