

**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

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

1. Name and Address of Reporting Person * <u>HUSSEY KENT J</u>  (Last) (First) (Middle) <u>C/O RAYOVAC CORPORATION</u> <u>601 RAYOVAC DRIVE</u>  (Street) <u>MADISON WI 53711</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RAYOVAC CORP [ ROV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres. and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/26/2004		S		28,274	D	\$25.4315	0 <sup>(1)</sup>	D	
Common Stock	01/26/2004		M		70,964	A	\$4.39	0 <sup>(1)</sup>	D	
Common Stock	01/26/2004		M		22,789	A	\$4.39	0 <sup>(1)</sup>	D	
Common Stock	01/26/2004		M		12,375	A	\$12.2	0 <sup>(1)</sup>	D	
Common Stock	01/26/2004		M		12,375	A	\$12.2	0 <sup>(1)</sup>	D	
Common Stock	01/26/2004		M		250	A	\$14.5	0 <sup>(1)</sup>	D	
Common Stock	01/26/2004		S		118,753	D	\$25.4315	144,841	D	
Common Stock	01/26/2004		S		4,443	D	\$25.8	0	I	Shares Held by Spouse <sup>(2)</sup>
Common Stock								2,500	I	Shares Held by Daughter <sup>(2)</sup>
Common Stock								3,000	I	Shares Held by Brother as Guardian for Reporting Person's Daughter <sup>(2)</sup>
Common Stock								876	I	401(k) Plan <sup>(2)</sup>

**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		Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$4.39	01/26/2004		M		70,964	(3)	10/01/2006	Common Stock	70,964	(4)	0	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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$4.39	01/26/2004		M			22,789	(3)	01/02/2006	Common Stock	22,789	(4)	0	D	
Employee Stock Option (right to buy)	\$12.2	01/26/2004		M			12,375	(5)	01/01/2012	Common Stock	12,375	(4)	0	D	
Employee Stock Option (right to buy)	\$12.2	01/26/2004		M			12,375	(5)	10/01/2012	Common Stock	12,375	(4)	0	D	
Employee Stock Option (right to buy)	\$14.5	01/26/2004		M			250	(6)	10/01/2011	Common Stock	250	(4)	24,500	D	

**Explanation of Responses:**

- The zero in Table I, Column 5 is a placeholder that is required by the EDGAR software and should be disregarded.
- The reporting person's spouse no longer holds any shares, the reporting person's daughter holds 2,500 shares and the reporting person's brother holds 3,000 shares as guardian for the reporting person's daughter. The reporting person also holds 876 shares through the 401(k) Retirement Savings Plan as of January 26, 2004.
- The option vested and became exercisable in equal installments over a 5-year period that commenced October 1, 1996.
- Price of Derivative Security Not Applicable
- The option vests and becomes exercisable in equal installments over a 3-year period that commenced October 1, 2002.
- The option vests and becomes exercisable in equal installments over a 3-year period that commenced October 1, 2001.

**Remarks:**

/s/James T. Lucke, as attorney-in-fact      01/27/2004

\*\* 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.