SEC Form 4

FORM 4

□ 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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* **Lumley David R**	2. Issuer Name **and** Ticker or Trading Symbol **Spectrum Brands Holdings, Inc.** [SPB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle)
C/O SPECTRUM BRANDS HOLDINGS, INC.
601 RAYOVAC DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2011

X Director   10% Owner
X Officer (give title below)   Other (specify below)
CEO & Pres. GBPC H&G

(Street)
MADISON   WI   53711
(City)   (State)   (Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. 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)	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								116,192	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				
Performance Rights	(1)	11/29/2011		A	V	173,600		(1)	09/30/2013	Common Stock	173,600	$0	173,600	D	
Performance Rights	(2)							(2)	09/30/2012	Common Stock	173,600		173,600	D	
Performance Rights	(3)							(3)	09/30/2013	Common Stock	216,999		216,999	D	

Explanation of Responses:

1. Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2012 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, 2012, if Mr. Lumley 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. Lumley is employed by the Issuer on such date.

2. Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2011 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. Lumley 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. Lumley is employed by the Issuer on such date.

3. Each performance right represents a contingent right to receive one share of the Issuer's common stock. Under the Spectrum Brands Holdings, Inc. 2011 Two-Year 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. Lumley is employed by the Issuer on such date (the "Two-Year 2012 Award"). In addition, an amount equal to the Two-Year 2012 Award will vest on September 30, 2013, if Mr. Lumley is employed by the Issuer on such date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Nathan E. Fagre   12/01/2011
** 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.

Exhibit 24

SUBSTITUTION POWER OF ATTORNEY

Each of the officers and directors of Spectrum Brands Holdings, Inc. listed below have granted to the undersigned a power of attorney for the limited purpose of reporting securities transactions on Forms 3, 4 and 5 to the U.S. Securities and Exchange Commission. Pursuant to each power of attorney, the undersigned has the authority to appoint a substitute to perform the duties and responsibilities granted by such power of attorney.

Effective immediately, the undersigned hereby appoints as substitute Nathan E. Fagre, Secretary and General Counsel of Spectrum Brands Holdings, Inc., to act in such capacity and with such duties, responsibilities and powers as have been granted to the undersigned.

Officers and Directors

David R. Lumley
Terry L. Polistina
Anthony L. Genito
John Heil
Kenneth C. Ambrecht
Eugene I. Davis
Virginia A. Kamsky
Marc S. Kirschner
Norman S. Matthews
Hugh R. Rovit

IN WITNESS WHEREOF, the undersigned has caused this Substitution Power of Attorney to be executed as of this 18th day of May, 2011.

/s/ Thomas Parker, attorney In-Fact