

() 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

Table with 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

December/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)

Common Stock, par value \$.01 per share

2. Transaction Date (Month/Day/Year)

12/11/2001

3. Transaction Code (Instr. 8)

G; V

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

5,839 shares gifted (D)

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

69,094

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

63,165 (D); 5,929 (I)

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

See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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)

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 Underlying Securities (Instr. 3 and 4)

8. Price of Derivative Securities (Instr. 5)

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

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

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

EXPLANATION OF RESPONSES:

(1) The reporting person holds 4,038 shares through the Rayovac 401(k) Retirement Savings Plan. 1,891 shares represent the reporting person's proportional interest in the Thomas H. Lee Equity Fund III, L.P., of which the reporting person disclaims beneficial ownership, 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.

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

January 8, 2002

** SIGNATURE OF REPORTING PERSON

DATE

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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