

**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>FAGRE NATHAN E</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>SVP and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/16/2012</u>	
		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	11/16/2012		M		2,500	A	(1)	15,790	D	
Common Stock	11/16/2012		F		855(2)	D	\$44.49	14,935	D	
Common Stock	11/16/2012		M		5,000	A	(3)	19,935	D	
Common Stock	11/16/2012		F		1,711(4)	D	\$44.49	18,224	D	
Common Stock	11/16/2012		M		2,000	A	(5)	20,224	D	
Common Stock	11/16/2012		F		685(6)	D	\$44.49	19,539	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					
Performance Rights	(1)	11/16/2012		M		2,500	(1)	09/30/2013	Common Stock	2,500	(1)	2,500	D	
Performance Rights	(3)	11/16/2012		M		5,000	(3)	09/30/2013	Common Stock	5,000	(3)	5,000	D	
Performance Rights	(5)	11/16/2012		M		2,000	(5)	09/30/2013	Common Stock	2,000	(5)	2,000	D	

**Explanation of Responses:**

- 50% of the performance rights granted on January 17, 2011 under the Issuer's 2011 Two-Year Equity Award Plan vested on November 16, 2012 and such performance rights settled for 2,500 shares of the Issuer's common stock (the "Two-Year Award"). In addition, an amount equal to the Two-Year Award will vest on September 30, 2013, if Mr. Fagre is employed by the Issuer on such date.
- Represents 855 shares of Issuer's common stock automatically withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting of performance rights representing 2,500 shares.
- 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan vested on November 16, 2012 and such performance rights settled for 5,000 shares of the Issuer's common stock (the "2012 Award"). In addition, an amount equal to the 2012 Award will vest on September 30, 2013, if Mr. Fagre is employed by the Issuer on such date.
- Represents 1,711 shares of Issuer's common stock automatically withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting of performance rights representing 5,000 shares.
- 50% of the performance rights granted on November 28, 2011 under the Issuer's 2012 Equity Award Plan for exceeding performance targets vested on November 16, 2012 and such performance rights settled for 2,000 shares of the Issuer's common stock. In addition, an amount equal to the settlement will vest on September 30, 2013, if Mr. Fagre is employed by the Issuer on such date.
- Represents 685 shares of Issuer's common stock automatically withheld to satisfy Mr. Fagre's tax withholding obligation upon the vesting of performance rights representing 2,000 shares.

**Remarks:**

/s/ Nathan E. Faegre

11/20/2012

\*\* 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.