

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

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

1. Name and Address of Reporting Person* <u>HEIL JOHN</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>President, Global Pet Supplies</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/02/2011</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	12/02/2011		M		88,888	A	(1)	187,275 ⁽²⁾	D	
Common Stock	12/02/2011		F		17,338 ⁽³⁾	D	\$28.01	169,937 ⁽²⁾	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
Performance Rights	(1)	12/02/2011		M		88,888		(1)	09/30/2012	Common Stock	88,888	(1)	0	D	
Performance Rights	(4)							(4)	09/30/2013	Common Stock	88,888		88,888	D	
Performance Rights	(5)							(5)	09/30/2013	Common Stock	111,111		111,111	D	

Explanation of Responses:

- Under the Spectrum Brands Holdings, Inc. 2011 Equity Award Plan, 88,888 performance rights, each representing a right to receive one share of the Issuer's common stock, vested on December 2, 2011 upon the Issuer meeting certain adjusted EBITDA and free cash flow performance targets for the year ended September 30, 2011 (the "2011 Award"). Mr. Heil immediately received 44,444 shares, less the tax withholding discussed in footnote 3, and will receive the remaining 44,444 shares on September 30, 2012 if he is employed by the Issuer on such date.
- Includes 44,444 shares of restricted stock of Issuer granted under the 2011 Award, which will vest on September 30, 2012 if Mr. Heil is employed by the Issuer on such date. Also includes 11,733 shares of restricted stock of Issuer scheduled to vest 50% on June 15, 2012 and 50% on June 15, 2013 if Mr. Heil is employed by the Issuer on such dates.
- Represents 17,338 shares of Issuer's common stock automatically withheld to satisfy Mr. Heil's tax withholding obligation upon the vesting of performance rights representing 44,444 shares.
- 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. Heil 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. Heil is employed by the Issuer on such date.
- 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. Heil 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. Heil is employed by the Issuer on such date.

Remarks:

Nathan E. Fagre, attorney-in-fact 12/06/2011
 ** 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.