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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

OMB APPROVAL

OMB Number: 3235-0145

Expires: December 31, 2005

Estimated average burden hours per

	response 11
	Under the Securities Exchange Act of 1934
	(Amendment No. 2)*
	Rayovac Corporation
	(Name of Issuer)
	Common Start \$0.01
	Common Stock, \$0.01 par value per share (Title of Class of Securities)
	(Title of Class of Securities)
	755081 10 6
	(CUSIP Number)
	December 21, 2002
	December 31, 2002 (Date of Event Which Requires Filing of this Statement)
	(Dute of Event Which requires I milg of this statement)
Check the ap	propriate box to designate the rule pursuant to which this Schedule is filed:
[]	Rule 13d-1(b)
[]	Rule 13d-1(c)
[X]	Rule 13d-1(d)
[22]	ruic 15ti 1(ti)
*The	e remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities,
and	for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The	information required in the remainder of this server page shall not be deemed to be "filed" for the promote of Section 10 of the Securities
	information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities hange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act
	wever, see the Notes).
CUSIP No.	755081 10 6
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
1.	Thomas H. Lee Investors Limited Partnership
	(f/k/a THL-CCI Investors Limited Partnership) 04-3159375
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
۷.	
	(a) []
	(b) [X]
3.	SEC Use Only
5.	
4.	Citizenship or Place of Organization
	Massachusetts
Number of	5. Sole Voting Power
Shares	-0- shares

Beneficially Owned by Each

Shared Voting Power

-0- shares

Reporting					
Person With	7.		Sole Dispositive Power -0- shares		
		8.	Shared Dispositive Power -0- shares		
9.	Aggı -0- sl	nount Beneficially Owned by Each Reporting Person			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [] Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions) PN				
11.					
12.					
			2		
Item 1.					
((a)	Name of	f Issuer Corporation		
•	(b)	Address	s of Issuer's Principal Executive Offices ovac Drive , WI 53711-2497		
Item 2.					
	(a)	Thomas	f Person Filing H. Lee Investors Limited Partnership HL-CCI Investors Limited Partnership)		
((b) Address of Principal Business Office or, if none, Residence c/o Thomas H. Lee Partners, L.P. 75 State Street Boston, MA 02109				
((c) Citizenship Massachusetts				
((d) Title of Class of Securities				
((e)	CUSIP 1 755081			
Item 3.	If this	Stateme	nt is filed pursuant to Rule 13d–1(b), or 13d–2(b) or (c), check whether the person filing is a:		
-	– Not	Applicab	le –		
((a)	[]	Broker or dealer registered under Section 15 of the Act;		
((b)	[]	Bank as defined in Section 3(a)(6) of the Act;		
((c)	[]	Insurance company as defined in Section 3(a)(19) of the Act;		
((d)	[]	Investment company registered under Section 8 of the Investment Company Act of 1940;		
((e)	[]	An investment adviser in accordance with Rule 13d–1(b)(1)(ii)(E);		
((f)		An employee benefit plan or endowment fund in accordance with Rule 13d–1(b)(1)(ii)(F);		
((g)		A parent holding company or control person in accordance with Rule 13d–1(b)(1)(ii)(G);		
	(h)		A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;		
((i)		A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;		
((j)	[]	Group, in accordance with Rule 13d–1(b)(1)(ii)(J).		

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: -0- shares
- (b) Percent of class: 0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote -0- shares
 - (ii) Shared power to vote or to direct the vote -0- shares
 - (iii) Sole power to dispose or to direct the disposition of -0- shares
 - (iv) Shared power to dispose or to direct the disposition of -0- shares

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person

- Not Applicable -

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

- Not Applicable -

Item 8. Identification and Classification of Members of the Group

- Not Applicable -

Item 9. Notice of Dissolution of Group

- Not Applicable -

Item 10. Certification

- Not Applicable -

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2003

THOMAS H. LEE INVESTORS LIMITED PARTNERSHIP

By: THL Investment Management Corp.,

its General Partner

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: Chief Executive Officer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)