

Price:
41,598 (A)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 3 and 4)
123,692

6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)
112,832(D); 10,860(I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)
See Footnote (1)

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)
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1. Title of Derivative Security (Instr. 3)
A. Employee Stock Option (Right to Buy)
B. Employee Stock Option (Right to Buy)

2. Conversion or Exercise Price of Derivative Security
A. \$12.20
B. \$12.20

3. Transaction Date (Month/Day/Year)
A. 10/1/2002
B. 10/1/2002

3A. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)
A. A
B. A

5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)
A. Granted option to purchase 37,500 shares of Common Stock (A)
B. Granted option to purchase 37,500 shares of Common Stock (A)

6. Date Exercisable and Expiration Date (Month/Day/Year)
A. See Footnote (2)
B. See Footnote (3)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)
A. Common Stock; 37,500 shares
B. Common Stock; 37,500 shares

8. Price of Derivative Securities (Instr. 5)

9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 4)
A. 37,500
B. 37,500

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

11. Nature of Indirect Beneficial Ownership (Instr. 4)
A. Not applicable
B. Not applicable

EXPLANATION OF RESPONSES:

(1) The reporting person's spouse holds 4,443 shares, the reporting person's daughter holds 2,500 shares and the reporting person's brother holds 3,000 shares as guardian for the reporting person's daughter. The reporting person also holds 917 shares through the Rayovac 401(k) Retirement Savings Plan.

(2) The option vests and becomes exercisable in equal annual installments over a three-year period that commenced October 1,

