

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>POLISTINA TERRY</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)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Spectrum Brands Holdings, Inc. [ SPB ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Russell Hobbs</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/16/2010</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	06/16/2010		A		107,538	A	\$0 <sup>(1)(2)</sup>	111,756 <sup>(1)(2)</sup>	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)		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)					

**Explanation of Responses:**

- Pursuant to the terms of the Agreement and Plan of Merger, dated as of February 9, 2010, as amended, by and among Spectrum Brands, Inc., Russell Hobbs, Inc. ("Russell Hobbs"), Issuer, Battery Merger Corp., a direct wholly-owned subsidiary of Issuer, and Grill Merger Corp. ("Grill Sub"), a direct wholly-owned subsidiary of Issuer, all Delaware corporations, on June 16, 2010, among other things, Grill Sub merged with and into Russell Hobbs ("Grill Merger"). Russell Hobbs continued as the surviving corporation in the Grill Merger and became an indirectly wholly-owned subsidiary of Issuer. In connection with the Grill Merger, the Russell Hobbs' 2007 Omnibus Equity Award Plan (the "Plan") was assumed by the Issuer. (Continued in footnote 2)
- The 10,000,000 restricted stock units of Russell Hobbs awarded to Mr. Polistina under the Plan were canceled and exchanged for 107,538 shares of restricted stock of the Issuer, which are scheduled to vest on the earlier of (i) June 16, 2011, if Mr. Polistina is employed by Russell Hobbs on such date, or (ii) the termination of Mr. Polistina's employment with Russell Hobbs without cause or by Mr. Polistina for good reason (as defined in the Plan or Mr. Polistina's award agreement).

/s/ John Wilson, attorney in fact 01/12/2011

\*\* 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.