
UNITED
STATES
SECURITIES
AND
EXCHANGE
COMMISSION

FORM 4
WASHINGTON,
D.C. 20549
OMB
APPROVAL -

----- /X/
Check this
box if no
STATEMENT
OF CHANGES
IN

BENEFICIAL
OWNERSHIP
OMB Number:
3235-0287
longer
subject to
Expires:
September
30, 1998
Section 16,
Form 4 or
Filed
pursuant to
Section
16(a) of
the
Securities
Exchange
Act of
1934,
Estimated
average
burden Form
5
obligations
may Section
17(a) of
the Public
Utility
Holding
Company Act
of 1935 or
hours per
response
.... 0.5
continue.
See Section
30(f) of
the
Investment
Company Act
of 1940 ---

Instruction
1(b).
(Print or
Type
Responses)

-- 1. Name
and Address
of

Reporting
Person* 2.

Issuer Name
and Ticker
or Trading
Symbol 6.

Relationship
of

Reporting
Person(s)
to Issuer
(Check all
applicable)

Thomas H.
Lee Equity
Fund III,
L.P.

Rayovac
Corporation
(ROV)

Director
/X/ 10%
Owner ----

- Officer
(give Other
(Last)
(First)
(Middle) 3.

IRS or
Social 4.
Statement
for ----

title
below) ----

Security
Number of
Month/Year
c/o Thomas
H. Lee
Partners,
L.P.

Reporting
Person, ---

75 State
Street
(Voluntary)
August 2002

-- 7.
Individual
or
Joint/Group
Filing
(Street) 5.

If
Amendment,
(Check
Applicable
Line) Date
of Original
/X/ Form
filed by
One
Reporting
Person
(Month/Year)
____Form
filed by
More than
One Boston
MA 02109
Reporting
Person - --

(City)
(State)
(Zip) Table
I - Non-
Derivative
Securities
Acquired,
Disposed
of, or
Beneficially
Owned - ---

----- 1.
Title of
Security 2.
Trans- 3.
Trans- 4.
Securities
Acquired
(A) 5.
Amount of
6. Owner-
7. Nature
(Instr. 3)
action
action or
Disposed of
(D)
Securities
ship of In-
Date Code
(Instr. 3,
4 and 5)
Beneficially
Form:
direct
(Instr. 8)
Owned at
Direct
Bene-

Reminder:
Report on a
separate
line for
each class
of
securities
beneficially
owned
directly or
indirectly.
(Over) * If
the form is
filed by
more than
one
reporting
person, SEE
Instruction
4(b)(v).
SEC 1474
(7-96)

FORM 4
(continued)
Table II -
Derivative
Securities
Acquired,
Disposed of,
or
Beneficially
Owned (E.G.,
puts, calls,
warrants,
options,
convertible
securities)

-- 1. Title
of
Derivative
Security 2.
Conver- 3.
Trans- 4.
Transac- 5.
Number of
Deriv- 6.
Date Exer-
(Instr. 3)

6 for
procedure.
Potential
persons who
are to
respond to
the
collection
of
information
contained in
this form
are not
required to
respond
unless the
form
displays a
currently
valid OMB
Number. SEC
1474 (7-96)