

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Lumley David R</u> _____ (Last) (First) (Middle) <u>C/O SPECTRUM BRANDS HOLDINGS, INC.</u> <u>3001 DEMING WAY</u> _____ (Street) <u>MIDDLETON WI 53562</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and President GB&PC H&G</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/25/2013</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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	11/25/2013		M		40,000	A	(1)	132,696	D	
Common Stock	11/25/2013		F		19,880 ⁽²⁾	D	\$69.13	112,816	D	
Common Stock	11/25/2013		M		55,555	A	(3)	168,371	D	
Common Stock	11/25/2013		F		27,611 ⁽⁴⁾	D	\$69.13	140,760	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	Amount or Number of Shares				
Performance Rights ⁽⁵⁾	(1)	11/25/2013		M			40,000	(1)	(1)	Common Stock	40,000	(1)	0	D	
Performance Rights ⁽⁵⁾	(3)	11/25/2013		M			55,555	(3)	(3)	Common Stock	111,111 ⁽⁶⁾	(3)	55,556	D	

Explanation of Responses:

- 100% of the performance rights granted on December 7, 2012 contingent on the successful integration of the Hardware Home Improvement Group from Stanley Black & Decker, Inc. vested on November 25, 2013 and such performance rights settled for 40,000 shares of the Issuer's common stock.
- These shares of the Issuer's common stock were tendered to satisfy Mr. Lumley's tax withholding obligation upon the vesting and settling of performance rights for 40,000 shares.
- 50% of the performance rights granted on December 7, 2012 under the Spectrum Brands Holdings, Inc. 2013 Equity Incentive Plan vested on November 25, 2013 (the "Performance Vesting Date") and such performance rights settled for 55,555 shares of the Issuer's common stock ("Performance Award"). In addition, an amount equal to the Performance Award will vest, if Mr. Lumley is employed by the Issuer through the first anniversary of the Performance Vesting Date ("Service Award"). The Performance Award and the Service Award together constitute the 2013 Award.
- These shares of the Issuer's common stock were tendered to satisfy Mr. Lumley's tax withholding obligation upon the vesting and settling of performance rights for 55,555 shares.
- Each performance right represents a contingent right to receive one share of the Issuer's common stock.
- Amount reported represents the maximum number of shares issuable upon full vesting of the 2013 Award. It was adjusted to reflect achievement of 100% of the performance targets.

Remarks:

/s/ Nathan E. Fagre, attorney-in-fact 11/27/2013

** 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.

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