
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)
THL Equity
Advisors
III Limited
Partnership
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-

Explanation
of

Responses:
(1) The Reporting Person is the General Partner of Thomas H. Lee Equity Fund III, L.P. ("Equity Fund III") and Thomas H. Lee Foreign Fund III, L.P. ("Foreign Fund III").

The Reporting Person may be deemed to beneficially own the shares of the Issuer held directly by Equity Fund III and Foreign Fund III. On August 13, 2002, Equity Fund III and Foreign Fund III issued a pro rata distribution of common stock of the Issuer to their respective general and limited partners.
The

Reporting
Person
disclaims
beneficial
ownership of
such shares,
and this
report shall
not be
deemed an
admission
that the
reporting
person is
the
beneficial
owner of the
securities
for the
purpose of
Section 16
or for any
other
purpose,
except to
the extent
of its
pecuniary
interest
therein. /s/
Scott A.
Schoen
August 14,
2002 -----

**Intentional
misstatements
or omissions
of facts
constitute
**Signature
of Reporting
Person Date
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.
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)