

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Genito Anthony L</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)	<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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CFO and CAO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>11/25/2013</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person 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		25,000	A	(1)	87,316	D	
Common Stock	11/25/2013		F		12,425 <sup>(2)</sup>	D	\$69.13	74,891	D	
Common Stock	11/25/2013		M		27,777	A	(3)	102,668	D	
Common Stock	11/25/2013		F		13,806 <sup>(4)</sup>	D	\$69.13	88,862	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
Performance Rights <sup>(5)</sup>	(1)	11/25/2013		M			25,000	(1)	(1)	Common Stock	25,000	(1)	0	D	
Performance Rights <sup>(5)</sup>	(3)	11/25/2013		M			27,777	(3)	(3)	Common Stock	55,555 <sup>(6)</sup>	(3)	27,778	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 25,000 shares of the Issuer's common stock.
- These shares of the Issuer's common stock were automatically withheld to satisfy Mr. Genito's tax withholding obligation upon the vesting and settling of performance rights for 25,000 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 27,777 shares of the Issuer's common stock ("Performance Award"). In addition, an amount equal to the Performance Award will vest, if Mr. Genito 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 automatically withheld to satisfy Mr. Genito's tax withholding obligation upon the vesting and settling of performance rights for 27,777 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.

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.