

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>Maura David M</u> (Last) (First) (Middle) <u>C/O HARBINGER CAPITAL PARTNERS LLC</u> <u>450 PARK AVENUE, 30TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10022</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands Holdings, Inc. [SPB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2011</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <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 (par value \$0.01 per share) | 02/23/2011 | | P | | 100 | A | \$27.48 | 10,100 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 100 | A | \$27.48 | 10,200 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 692 | A | \$27.47 | 10,892 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 8 | A | \$27.45 | 10,900 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 100 | A | \$27.44 | 11,000 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 100 | A | \$27.41 | 11,100 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 100 | A | \$27.38 | 11,200 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 1,300 | A | \$27.36 | 12,500 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 200 | A | \$27.35 | 12,700 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 1,900 | A | \$27.34 | 14,600 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 100 | A | \$27.32 | 14,700 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 100 | A | \$27.31 | 14,800 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 100 | A | \$27.28 | 14,900 | D | |
| Common Stock (par value \$0.01 per share) | 02/23/2011 | | P | | 100 | A | \$27.22 | 15,000 | 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 | | | | | |

Explanation of Responses:

/s/ David M. Maura 02/23/2011
** 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.