

HEIL JOHN
Form 3
June 18, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â HEIL JOHN</p> <p>(Last) (First) (Middle)</p> <p>601 RAYOVAC DRIVE</p> <p>(Street)</p> <p>MADISON,Â WIÂ 53711</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/16/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Spectrum Brands Holdings, Inc. [SPB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>President, Global Pet Supplies</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	--	---	---	--

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	129,685	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEIL JOHN 601 RAYOVAC DRIVE MADISON, WI 53711	Â	Â	Â President, Global Pet Supplies	Â

Signatures

/s/ John Heil 06/16/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Pursuant to the terms of the Agreement and Plan of Merger, dated as of February 9, 2010, as amended, by and among Spectrum Brands, Inc. ("Spectrum Brands"), Russell Hobbs, Inc., Issuer, Battery Merger Corp. ("Battery Sub"), a direct wholly-owned subsidiary of Issuer, and Grill Merger Corp., a direct wholly-owned subsidiary of Issuer, all Delaware corporations, on June 16, 2010, among other things, Battery Sub merged with and into Spectrum Brands ("Battery Merger"). Spectrum Brands continued as the surviving corporation in the Battery Merger and became an indirectly wholly-owned subsidiary of Issuer.

(2) In connection with the Battery Merger, the shares issuable under the Spectrum Brands, Inc. 2009 Incentive Plan (the "Plan") were assumed by the Issuer. The 111,111 shares of restricted stock of Spectrum Brands awarded to Mr. Heil under the Plan, which were valued at \$31.50 per share in the Battery Merger and were scheduled to vest 75% on October 1, 2010 and 25% on October 1, 2011 if Mr. Heil was employed by Spectrum Brands on such date, were canceled and exchanged for 111,111 shares of restricted stock of Issuer, which will have the same vesting schedule as the restricted stock of Spectrum Brands.

(3) On June 15, 2010, Mr. Heil was awarded 18,574 shares of restricted stock of Spectrum Brands, which were valued at \$31.50 per share in the Battery Merger and were scheduled to vest 33 1/3% on June 15, 2011, 33 1/3% on June 15, 2012 and 33 1/3% on June 15, 2013 if Mr. Heil was employed by Spectrum Brands on such date. These 18,574 shares were canceled and exchanged for 18,574 shares of restricted stock of the Issuer, which will have the same vesting schedule as the restricted stock of Spectrum Brands.

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.