

RAYOVAC CORP
Form 4
February 11, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
BILLER KENNETH V

(Last) (First) (Middle)

C/O RAYOVAC CORPORATION, 6 CONCOURSE PARKWAY, SUITE 3300

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RAYOVAC CORP [ROV]

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP, Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	02/09/2005		M		8,250	A	\$ 12.2
Common Stock	02/09/2005		M		8,500	A	\$ 14.5
Common Stock	02/09/2005		M		25,000	A	\$ 14.5
Common Stock	02/09/2005		M		8,250	A	\$ 12.2
Common Stock	02/09/2005		M		11,187	A	\$ 14.5

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Common Stock	02/09/2005	S	50,000	D	\$ 38.88	105,116	D	
Common Stock	02/09/2005	S	11,187	D	\$ 38.83	93,929	D	
Common Stock						4,580.2895	I	401(k) Plan ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.2	02/09/2005		M	8,250	11/10/2004	10/01/2012	Common Stock	8,250
Employee Stock Option (right to buy)	\$ 14.5	02/09/2005		M	8,500	11/10/2004	10/01/2011	Common Stock	8,500
Employee Stock Option (right to buy)	\$ 14.5	02/09/2005		M	25,000	<u>(2)</u>	11/07/2010	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 12.2	02/09/2005		M	8,250	10/01/2004	10/01/2012	Common Stock	8,250

Employee
Stock
Option
(right to
buy)

\$ 14.5

02/09/2005

M

11,187

(3)

11/07/2010

Common
Stock

11,187

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BILLER KENNETH V C/O RAYOVAC CORPORATION 6 CONCOURSE PARKWAY, SUITE 3300 ATLANTA, GA 30328			Executive VP, Operations	

Signatures

Tracy S. Wrycha, as
attorney-in-fact

02/11/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The reporting person holds a total of 4,580.2895 shares through the Rayovac Corporation 401(k) Retirement Savings Plan as of February 9, 2005.
- (2) 8,250 shares of the option vested and became exercisable on October 1, 2002 and the remaining 16,750 shares of the option vested and became exercisable on October 1, 2003.
- (3) 5,650 shares of the option vested and became exercisable on October 1, 2001; 8,250 shares of the option vested and became exercisable on October 1, 2002; and the remaining 8,500 shares of the option vested and became exercisable on October 1, 2003.

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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