

EnerSys
Form 4
May 30, 2008

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 *
MSDW CAPITAL PARTNERS IV
INC

(Last) (First) (Middle)

1585 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EnerSys [ENS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/28/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	05/28/2008		S		2,852,102	D	\$ 27.7
					5,774,199	I	(1)
							Through partnerships (2)

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MSDW CAPITAL PARTNERS IV INC 1585 BROADWAY NEW YORK, NY 10036		X		
MSDW IV 892 INVESTORS L P 1585 BROADWAY NEW YORK, NY 10036		X		
MSDW CAPITAL PARTNERS IV LLC 1585 BROADWAY NEW YORK, NY 10036		X		
MORGAN STANLEY DEAN WITTER CAPITAL INVESTORS IV L P 1585 BROADWAY NEW YORK, NY 10036		X		
MSDW Capital Partners IV, L P 1585 BROADWAY NEW YORK, NY 10036		X		

Signatures

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc.

05/29/2008

__Signature of Reporting Person

Date

s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of MSDW IV 892 Investors, L.P.

05/29/2008

__Signature of Reporting Person

Date

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/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC	05/29/2008
__Signature of Reporting Person	Date
/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as-attorney-in fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of Morgan Stanley Dean Witter Capital Partners IV, L.P.	05/29/2008
__Signature of Reporting Person	Date
/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of Morgan Stanley Dean Witter Capital Investors IV, L.P.	05/29/2008
__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).
Except for Morgan Stanley Dean Witter Capital Partners IV, L.P., MSDW IV 892 Investors, L.P., and Morgan Stanley Dean Witter Capital Investors IV, L.P., which hold the common stock directly. Includes 5,190,119 shares held directly by Morgan Stanley Dean Witter Capital Partners IV, L.P., 442,237 shares held directly by MSDW IV 892 Investors, L.P., and 141,843 shares held directly by Morgan Stanley Dean Witter Capital Investors IV, L.P. MSDW Capital Partners IV, LLC is the general partner of such funds. MSDW Capital Partners IV, Inc. is the member of the general partner.
(1) MSDW Capital Partners IV, Inc. and MSDW Capital Partners IV, LLC have no direct pecuniary interest in securities in Table I(5). Such persons may be deemed to beneficially own an indirect pecuniary interest in securities in Table I(5). Such persons disclaim beneficial ownership therein except to the extent ultimately realized.
(2)

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.