

Spectrum Brands Holdings, Inc.
 Form 4
 December 17, 2015

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 *
 Martin Douglas L

2. Issuer Name and Ticker or Trading Symbol
 Spectrum Brands Holdings, Inc.
 [SPB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

C/O SPECTRUM BRANDS HOLDINGS, INC., 3001 DEMING WAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

MIDDLETON, WI 53562

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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

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The 2016 EIP Performance Award, the 2016 EIP Service Award, and the 2016 EIP Additional Award together constitute the 2016 EIP Award.

- Represent the 2015 EIP Service Award portion of 7,555 shares of Mr. Martin's 2015 EIP Award granted on December 15, 2014 under the Spectrum Brands Holdings, Inc. 2015 Equity Incentive Plan that will vest on December 1, 2016, if Mr. Martin remains employed by the
- (5) Issuer on such date, and the 2015 EIP Additional Award portion of Mr. Martin's 2015 EIP Award of up to 770 additional shares that will also vest on December 1, 2016 if Mr. Martin remains employed by the Issuer as of such date and if the Issuer's 2016 adjusted EBITDA and adjusted free cash flow results are equal to or greater than the comparable results for 2015.

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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