

Spectrum Brands, Inc.
Form 4
August 19, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LEE THOMAS H ADVISORS LLC

(Last) (First) (Middle)

C/O THOMAS H. LEE PARTNERS,
LP, 100 FEDERAL STREET, 35TH
FLOOR

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2008

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)
X 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	08/18/2008		J ⁽¹⁾		11,990,683	D	\$ 0 (2)
					8,558		(3)
						I	See Footnote 4 (4)
Common Stock	08/18/2008		J ⁽⁵⁾		25,388	A	\$ 0 (2)
					33,946		(3)
						I	See Footnote 4 (4)

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)

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 Beneficially Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEE THOMAS H ADVISORS LLC C/O THOMAS H. LEE PARTNERS, LP 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110		X		

Signatures

/s/Charles P. Holden 08/19/2008

**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).
- On August 18, 2008, Thomas H. Lee Equity Fund IV, L.P. ("Equity"), Thomas H. Lee Foreign Fund IV, L.P. ("Foreign") and Thomas H. Lee Foreign Fund IV-B, L.P. ("Foreign B" and together with Equity and Foreign, the "Funds") issued a pro rata distribution of, in the aggregate, 11,990,683 shares of common stock of the Issuer to their respective general and limited partners for no additional consideration. The reporting person is the general partner of Thomas H. Lee Partners, L.P., which is the Managing Member of Advisors, which, in turn, is the general partner of each of the Funds.
- (1) Not applicable.
 - (2) Not applicable.
 - (3) Represents shares held by THL Equity Advisors IV, LLC ("Advisors"). This share amount reflects a decrease from previously reported share numbers of 27,114 restricted shares indirectly held by the reporting person which were cancelled pursuant to a transaction exempt from reporting on Form 4. Such cancellation was effected as a result of the resignation of certain affiliates of the reporting person from the Board of Directors of the Issuer, which resignation resulted in the automatic cancellation of the restricted shares pursuant to the restricted stock agreements governing such shares.

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- The reporting person is the general partner of Thomas H. Lee Partners, L.P., which is the Managing Member of Advisors. As such, the reporting person may be deemed to beneficially own shares of the Issuer owned directly by Advisors. The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.
- (4)
- (5) Pursuant to the distribution described in footnote (1) above, Advisors acquired 25,388 shares for no additional consideration.

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.