

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>D. E. SHAW LAMINAR PORTFOLIOS, L.L.C.</u>  (Last) (First) (Middle) 120 WEST FORTY-FIFTH STREET 39TH FLOOR  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/28/2009	3. Issuer Name and Ticker or Trading Symbol <u>Spectrum Brands, Inc. [ SPEB ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See footnotes 1 and 2.	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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	4,266,138	D <sup>(1)(2)</sup>	

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person\*  
D. E. SHAW LAMINAR PORTFOLIOS, L.L.C.  
 (Last) (First) (Middle)  
 120 WEST FORTY-FIFTH STREET  
 39TH FLOOR  
 (Street)  
 NEW YORK NY 10036  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
D. E. SHAW & CO, L.L.C.  
 (Last) (First) (Middle)  
 120 WEST FORTY-FIFTH STREET  
 39TH FLOOR  
 (Street)  
 NEW YORK NY 10036  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
D. E. SHAW & CO, L.P.  
 (Last) (First) (Middle)  
 120 WEST FORTY-FIFTH STREET  
 39TH FLOOR  
 (Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

SHAW DAVID E

(Last) (First) (Middle)

120 WEST FORTY-FIFTH STREET  
39TH FLOOR

(Street)  
NEW YORK NY 10036

(City) (State) (Zip)

**Explanation of Responses:**

1. The securities reported in this Form 3 are directly held by D. E. Shaw Laminar Portfolios, L.L.C. ("Laminar"). D. E. Shaw & Co., L.P. ("DESCO LP"), as investment adviser to Laminar; D. E. Shaw & Co., L.L.C. ("DESCO LLC"), as managing member of Laminar; and David E. Shaw (as president and sole shareholder of D. E. Shaw & Co., Inc. ("DESCO, Inc."), which is the general partner of DESCO LP, and as president and sole shareholder of D. E. Shaw & Co. II, Inc. ("DESCO II, Inc."), which is the managing member of DESCO LLC) may be deemed to be beneficial owners of the securities reported in this Form 3 for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934.

2. (Continued from footnote 1) In accordance with instruction 5(b)(iv), the entire number of shares of Common Stock of the Issuer that may be deemed to be beneficially owned by Laminar, DESCO LP, or DESCO LLC is reported herein. Each of DESCO LP, DESCO LLC, and David E. Shaw disclaims any beneficial ownership of any security listed in this Form 3, except to the extent of any pecuniary interest therein.

D. E. Shaw Laminar Portfolios,  
L.L.C. By: Rochelle Elias, 09/08/2009

Authorized Signatory

D. E. Shaw & Co., L.L.C. By:  
Rochelle Elias, Chief 09/08/2009  
Compliance Officer

D. E. Shaw & Co., L.P. By:  
Rochelle Elias, Chief 09/08/2009  
Compliance Officer

David E. Shaw By: Rochelle  
Elias, Attorney-in-Fact for 09/08/2009  
David E. Shaw

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY  
FOR CERTAIN FILINGS  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, David E. Shaw, hereby make, constitute, and appoint each of:

Anne Dinning,  
Rochelle Elias,  
Julius Gaudio,  
John Liftin,  
Louis Salkind,  
Stuart Steckler,  
Maximilian Stone, and  
Eric Wepsic,

acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, executing in my name and/or my capacity as President of D. E. Shaw & Co. II, Inc. (acting for itself or as the managing member of D. E. Shaw & Co., L.L.C. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities) all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, and 13F and Schedules 13D and 13G required to be filed with the Securities and Exchange Commission; and delivering, furnishing, or filing any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution, delivery, furnishing, and/or filing of the applicable document.

This power of attorney shall be valid from the date hereof and replaces the power granted on February 24, 2004, which is hereby cancelled.

IN WITNESS HEREOF, I have executed this instrument as of the date set forth below.

Date: October 24, 2007

DAVID E. SHAW, as President of  
D. E. Shaw & Co. II, Inc.  
/s/David E. Shaw  
New York, New York

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acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, executing in my name and/or my capacity as President of D. E. Shaw & Co., Inc. (acting for itself or as the general partner of D. E. Shaw & Co., L. P. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities) all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, and 13F and Schedules 13D and 13G required to be filed with the Securities and Exchange Commission; and delivering, furnishing, or filing any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution, delivery, furnishing, and/or filing of the applicable document.

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DAVID E. SHAW, as President of  
D. E. Shaw & Co., Inc.  
/s/David E. Shaw  
New York, New York