

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Rayovac Corporation
(Name of Issuer)

Common Stock, \$.01 par value per share
(Title and Class of Securities)

755081 10 6
(CUSIP Number)

CUSIP No. 755081 10 6

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(1) Names of Reporting Person

Thomas H. Lee Equity Fund III, L.P.

S.S. or I.R.S. Identification Nos. of Above Person 04 3279871

(2) Check the Appropriate Box if a Member of a Group

(a) ____.

(b) X.

(3) SEC Use Only

(4) Citizenship or Place of Organization

Massachusetts

Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power -0-
	(6) Shared Voting Power 14,437,064
	(7) Sole Dispositive Power -0-
	(8) Shared Dispositive Power 14,437,064

(9) Aggregate Amount Beneficially Owned by Each Reporting Person - 14,437,064

(10) Check if Aggregate Amount in Row (9) Excludes Certain Shares _____.

(11) Percent of Class Represented by Amount in Row 9 - 5.3%

(12) Type of Reporting Person

PN

Item 1(a). Name of Issuer:

Rayovac Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

601 Rayovac Drive
Madison, WI 53711-2492

Item 2(a). Name of Person Filing:

See Item (1) of the cover pages

Item 2(b). Address of Principal Business Office:

c/o Thomas H. Lee Company
75 State Street
Boston, MA 02109

Item 2(c). Citizenship:

See item (4) of cover pages

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

755081 10 6

Item 3. Nature of Person Filing:

Not applicable

Item 4. Ownership:

(a) Amount Beneficially Owned:

See item (9) of cover pages

(b) Percent of Class:

See Item (11) of cover pages

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

See item (5) of cover pages

(ii) shared power to vote or to direct the vote:

See item (6) of cover pages

(iii) sole power to dispose or to direct the disposition of:

See item (7) of cover pages

(iv) shared power to dispose or to direct the disposition of:

See item (8) of cover pages

Item 5. Ownership of Five Percent or Less of Class:

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THOMAS H. LEE EQUITY FUND III, L.P.

By: THL Equity Advisors III Limited Partnership,
its General Partner

By: THL Equity Trust III, its General Partner

By: /s/Thomas H. Lee
Name: Thomas H. Lee
Title: Trustee