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- -----
 UNITED
  STATES
SECURITIES
  AND
 EXCHANGE
COMMISSION
 FORM 4
WASHINGTON,
D.C. 20549
  OMB
APPROVAL -
----- --
---- /X /
Check this
box if no
STATEMENT
OF CHANGES
   IN
BENEFICIAL
OWNERSHIP
OMB Number:
3235-0287
  longer
subject to
 Expires:
September
 30, 1998
Section 16,
Form 4 or
  Filed
pursuant to
 Section
 16(a) of
   the
Securities
 Exchange
 Act of
  1934,
Estimated
 average
burden Form
   5
obligations
may Section
 17(a) of
the Public
 Utility
 Holding
Company Act
of 1935 or
hours per
 response
 .... 0.5
continue.
See Section
 30(f) of
   the
Investment
Company Act
of 1940 ---
-----
   ---
Instruction
  1(b).
 (Print or
   Type
Responses)
_____
-----
```

------- 1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) THL Equity Advisors III Limited Partnership Rayovac Corporation (ROV) Director /X/ 10% Owner ------------------- Officer (give Other (Last) (First) (Middle) 3. IRS or Social 4. Statement for ---title below) ----Security Number of Month/Year c/o Thomas H. Lee Partners, L.P. Reporting Person, ------ -----75 State Street (Voluntary) August 2002 _____ -- -----**--** 7. Individual or Joint/Group Filing (Street) 5.

```
Ιf
Amendment,
   (Check
Applicable
Line) Date
of Original
  /X/ Form
 filed by
    One
 Reporting
  Person
(Month/Year)
    Form
 filed by
 More than
One Boston
 MA 02109
 Reporting
Person - --
-----
_____
-----
  (City)
  (State)
(Zip) Table
 I - Non-
Derivative
Securities
 Acquired,
 Disposed
  of, or
Beneficially
Owned - ---
_____
-----
_____
_____
-----
----- 1.
 Title of
Security 2.
 Trans- 3.
 Trans- 4.
Securities
 Acquired
   (A) 5.
 Amount of
 6. Owner-
 7. Nature
 (Instr. 3)
  action
 action or
Disposed of
    (D)
Securities
ship of In-
 Date Code
 (Instr. 3,
 4 and 5)
Beneficially
   Form:
  direct
 (Instr. 8)
 Owned at
  Direct
   Bene-
```

(Month/ End of (D) or ficial Day/ -----Month Indirect Owner-Year) (A) or (I) ship Code V Amount (D) Price (Instr. 3 (Instr. 4) (Instr. 4) and 4) - -------_____ _____ -----Common Stock, See par value \$.01 per share 08/13/02 J(1) 4,468,569 D -0- I Note (1) - ----_____ -----_____ _____ ----- - --_____ -----_____ _____ _____ -----_____ -----

-----_____ _____ -----_____ Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over) * If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).SEC 1474 (7 - 96)

FORM 4 (continued) Table II -Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.G., puts, calls, warrants, options, convertible securities) - ----------_____ ------- 1. Title

of
Derivative
Security 2.
Conver- 3.
Trans- 4.
Transac- 5.
Number of
Deriv- 6.

Date Exer-(Instr. 3) sion or action tion Code ative Securities Ac- cisable and Ex-Exercise Date (Instr. 8) quired (A) or Dispiration Date Price of (Month/ posed of (D) (Month/Day/ Deriv- Day/ (Instr. 3, 4, and 5) Year) ative Year) Security ------- Date Expira- ---------Exer- tion cisable Date Code V (A) (D) - ---------_____ _____ -----_____ _____ -----_______ --------------------_____ - -----_____ _____ _____ -- - ----------_____

7. Title and Amount of
Title and Amount of Under-8.
7. Title and Amount of Under- 8. Price 9. Number 10.
7. Title and Amount of Under- 8. Price 9. Number 10. Owner- 11.
7. Title and Amount of Under- 8. Price 9. Number 10.

```
ship of In-
(Instr. 3
  and 4)
Deriv- ative
Form direct
  ative
 Securi- of
 De- Bene-
Secur- ties
 rivative
 ficial ity
Bene- Secu-
Own- (Instr.
 ficially
rity: ership
 5) Owned
  Direct
 (Instr. 4)
at End (D)
or Amount or
 of Indi-
Title Number
 of Month
 rect (I)
  Shares
 (Instr. 4)
(Instr. 4) -
-----
_____
_____
-----
-----
--- - -----
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_____
- -----
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_____
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_____
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_____ _____ -----_____ _____ ---------------Explanation of Responses: (1) The Reporting Person is the General Partner of Thomas H. Lee Equity Fund III, L.P. ("Equity Fund III") and Thomas H. Lee Foreign Fund III, L.P. ("Foreign Fund III"). The Reporting Person may be deemed to beneficially own the shares of the Issuer held directly by Equity Fund III and Foreign Fund III. On August 13, 2002, Equity Fund III and Foreign Fund III issued a pro rata distribution of common stock of the Issuer to their respective general and limited partners. The

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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. /s/
  Scott A.
   Schoen
 August 14,
2002 -----
-----
 -----
**Intentional
misstatements
or omissions
  of facts
 constitute
 **Signature
of Reporting
 Person Date
  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.
 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. SEC 1474 (7-96)