SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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1. Name and Addres	ss of Reporting Persor	1*	2. Issuer Name and Ticker or Trading Symbol EnerSys [ENS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>FRI ERIC I</u>				X	Director	10% Owner		
(Last) 1177 AVENUE (FLOOR	(First) OF THE AMERIC	(Middle) AS, 40TH	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2007		Officer (give title below)	Other (specify below)		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable			
(Street)				X	Form filed by One Report	ting Person		
NEW YORK	NY	10036			Form filed by More than (Person	One Reporting		
(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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, par value \$0.01 per share	02/12/2007		A		14,355.5285	A	\$16.37	20,491,793.53	I ⁽¹⁾	See footnote ⁽²⁾

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$14.37	01/18/2005		А		10,000		07/21/2005	01/18/2015	Common Stock	10,000	\$0	10,000	I	See Footnote ⁽³⁾
Option (right to buy)	\$14.53	07/21/2005		A		12,500		07/20/2006	07/21/2015	Common Stock	12,500	\$0	12,500	I	See Footnote ⁽³⁾

Explanation of Responses:

1. Reporting Person may be deemed to have beneficial ownership of the securities in Table I(5) held by Morgan Stanley Dean Witter Capital Partners IV, L.P. and MSDW IV 892 Investors, L.P.

2. Reporting Person has no direct pecuniary interest in securities in Table I(5). Reporting Person may be deemed to beneficially own an indirect pecuniary interest in securities in Table I(5). Reporting Person disclaims beneficial ownership therein except to the extent ultimately realized.

3. Reporting Person has no direct pecuniary interest in securities in Table II(9). Reporting Person may be deemed to beneficially own an indirect pecuniary interest in securities in Table II(9). Reporting Person disclaims beneficial ownership therein except to the extent ultimately realized.

<u>/s/ Eric T. Fry</u>

** Signature of Reporting Person Date

02/14/2007

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 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).

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.