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RAYOVAC CORP Form 4 August 15, 2002

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549										
/X / Check the longer so Section Form 5 of continue	ubject to 16, Form 4 or bligations may . See ion 1(b). e Responses)	Filed pursuant Section 17(a Secti	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of Section 17(a) of the Public Utility Holding Company Act of 1935 Section 30(f) of the Investment Company Act of 1940									
		ing Person* 2 ed Partnership				ng Symbol	6. F					
ind Equity na	VISOIS III HIMIC	ed rarenership	Rayovae	orporacion	(100)							
c/o Thomas 75 State S	H. Lee Partners treet			nber of erson,	Statement for Month/Year August 2002							
Boston	(Street)	02109			5. If An Date	nendment, of Origina th/Year)						
(City)	 (State)	(Zip)	Table I - N	 Non-Derivat	ive Securi	 ities Acqui	 red, Di					
1. Title of Security (Instr. 3)		2. Trans- action Date (Month/	3. Trans- action Code (Instr. 8)	4. Securi or Dis (Instr	ties Acquired (A) 5. Apposed of (D) Some Acquired (A) 5. Apposed of (D) Some Acquired (B) Some Acquire							
		Day/ Year)	Code V		(A) or	£	Mor (Ir					
Common Stock, par value \$.	01 per share	08/13/02	J(1)	4,468,5	69 D							

* If the form is filed by more than one reporting person, SEE Instruction $4\,\mbox{(b)}\,\mbox{(v)}\,.$

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FORM 4 (continued) Table		le II - Derivative Securities Acquired, Disposed of, or Beneficial (E.G., puts, calls, warrants, options, convertible securities)										
1. Title of Derivation (Instr. 3)	tive Security		Conversion or Exercis Price of Derivative Securit	se of	3. Trans- action Date (Month/ Day/ Year)	4. Transac- 5 tion Code (Instr. 8)			p c	5. Number of Derivative Securities Acquired (A) or Disaposed of (D) (Instr. 3, 4, and 5		
							 de			(A)	(D)	
7. Title and Amount lying Securities (Instr. 3 and 4)	S		Price of Deriv- ative Secur- ity (Instr.		Number of Deriv- ative Securi- ties Bene- ficially Owned at End of Month	10.	Owne ship Form of D riva Secu rity Dire (D) Indi rect	e- tive - : ct or	11.	Nature of In- direct Bene- ficial Own- ership (Instr.	4)	

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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 Foreign Fund III, L.P. ("Foreign Fund III"). The Reporting Person may be deemed to beneficial Issuer held directly by Equity Fund III and Foreign Fund III. On August 13, 2002, Equity Fund issued a pro rata distribution of common stock of the Issuer to their respective general and Reporting Person disclaims beneficial ownership of such shares, and this report shall not be reporting person is the beneficial owner of the securities for the purpose of Section 16 or except to the extent of its pecuniary interest therein.

/s/ Scott A. Schoen

**Intentional misstatements or omissions of facts constitute
Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Repo

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.