

MORGAN STANLEY DEAN WITTER CAPITAL INVESTORS IV L P
 Form 4
 March 04, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MSDW CAPITAL PARTNERS IV
 INC

(Last) (First) (Middle)

1585 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EnerSys [ENS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/29/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|------------------|-------------------------------------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock, par value \$0.01 per share | 02/29/2008 | | S | V | 3,864,636 | D | \$ 22.4 | 8,626,301 | I ⁽¹⁾ | Through partnerships ⁽²⁾ |

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MSDW CAPITAL PARTNERS IV INC 1585 BROADWAY NEW YORK, NY 10036 | | X | | |
| MSDW IV 892 INVESTORS L P 1585 BROADWAY NEW YORK, NY 10036 | | X | | |
| MSDW CAPITAL PARTNERS IV LLC 1585 BROADWAY NEW YORK, NY 10036 | | X | | |
| MORGAN STANLEY DEAN WITTER CAPITAL INVESTORS IV L P 1585 BROADWAY NEW YORK, NY 10036 | | X | | |
| MSDW Capital Partners IV, L P 1585 BROADWAY NEW YORK, NY 10036 | | X | | |

Signatures

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc.

03/04/2008

__Signature of Reporting Person

Date

s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of MSDW IV 892 Investors, L.P.

03/04/2008

__Signature of Reporting Person

Date

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC 03/04/2008
__Signature of Reporting Person Date

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as-attorney-in fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of Morgan Stanley Dean Witter Capital Partners IV, L.P. 03/04/2008
__Signature of Reporting Person Date

/s/ Kenneth F. Clifford, Managing Director, Metalmark Subadvisor LLC, as attorney-in-fact for MSDW Capital Partners IV, Inc., as member of MSDW Capital Partners IV, LLC, as general partner of Morgan Stanley Dean Witter Capital Investors IV, L.P. 03/04/2008
__Signature of Reporting Person Date

Explanation of Responses:

* 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).

Except for Morgan Stanley Dean Witter Capital Partners IV, L.P., MSDW IV 892 Investors, L.P., and Morgan Stanley Dean Witter Capital Investors IV, L.P., which hold the common stock directly. Includes 11,227,435 shares held directly by Morgan Stanley Dean Witter Capital Partners IV, L.P., 956,662 shares held directly by MSDW IV 892 Investors, L.P., and 306,840 shares held directly by Morgan Stanley Dean Witter Capital Investors IV, L.P. MSDW Capital Partners IV, LLC is the general partner of such funds. MSDW Capital Partners IV, Inc. is the member of the general partner.

MSDW Capital Partners IV, Inc. and MSDW Capital Partners IV, LLC have no direct pecuniary interest in securities in Table I(5). Such persons may be deemed to beneficially own an indirect pecuniary interest in securities in Table I(5). Such persons disclaim beneficial ownership therein except to the extent ultimately realized.

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

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