Prestige Brands Holdings, Inc.

Form 4

February 17, 2005

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Schrank Charles

2. Issuer Name and Ticker or Trading

Symbol

Prestige Brands Holdings, Inc.

[PBH]

(Middle)

(Zip)

(Check all applicable)

(Last) (First)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

5. Relationship of Reporting Person(s) to

90 NORTH BROADWAY

(Street)

(State)

02/15/2005

4. If Amendment, Date Original

below) Senior V.P. of Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(D)

Α

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

IRVINGTON, NY 10533

(City)	(State)	Zip) Tabl	e I - Non-D	erivative Securities Acq	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(any (Month/Dav/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		((,	(,,	Following Reported	(Instr. 4)	(Instr. 4)
				(A)	Transaction(s)		

3.	4. Securities Acquired
Transactio	n(A) or Disposed of
Code	(D)
(Instr. 8)	(Instr. 3, 4 and 5)

5. Amount of
Securities
Beneficially
Owned
Following
Reported
Transaction(s

(Instr. 3 and 4)

6. Ownership	7. Nature of
Form: Direct	Indirect
(D) or	Beneficial
Indirect (I)	Ownership
(Instr. 4)	(Instr. 4)

ature of

Common Stock, par

value \$0.01

(City)

02/04/2005

Amount

90,686

90,686 (1)

per share Common

Stock, par 02/15/2005 value \$0.01

D 9,441

Α

D (2) 81,245

Price

D

D

Common

per share

per share

Stock, par 02/15/2005 value \$0.01

S 11,920 D

\$ 15 69,325

D

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration Da	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivative	e		Securit	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable D	Date	Title Numbe		
									of	
				Code	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schrank Charles

90 NORTH BROADWAY Senior V.P. of Marketing

IRVINGTON, NY 10533

Signatures

/s/ Jesse Sheley, by power of attorney filed 2/10/05 02/17/2005

**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).
- The reporting person exchanged 197,615 common units of Prestige Brands International Holdings, LLC, the predecessor of the issuer, for 90,686 shares of common stock of the issuer in a transaction exempt under Rule 16b-3(d).
- (2) The reporting person contributed 9,441 shares of common stock to the issuer for no consideration in connection with a transaction exempt pursuant to Rule 16b-3(e).

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.

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