

Prestige Brands Holdings, Inc.
Form 4
August 21, 2008

FORM 4

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

OMB APPROVAL

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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 *
GTCR GOLDR RAUNER II LLC

2. Issuer Name and Ticker or Trading Symbol
Prestige Brands Holdings, Inc.
[PBH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O GTCR GOLDR RAUNER, LLC, SEARS TOWER #6100

08/20/2008

(Street)

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

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

CHICAGO, IL 60606-6402

(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) | 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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | | S | 1 ⁽¹⁾ | D | \$ 9.86 | 349 | D |
| Common Stock, par value \$0.01 per share | 08/20/2008 | | S | 2 ⁽¹⁾ | D | \$ 9.87 | 347 | D |
| Common Stock, par value \$0.01 | 08/20/2008 | | S | 1 ⁽¹⁾ | D | \$ 9.84 | 346 | D |

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| | | | | | | | | | |
|--|------------|---|--------------|---|---------|--------|--|---|-------------------------|
| per share | | | | | | | | | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 <u>(1)</u> | D | \$ 9.8 | 345 | | D | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 <u>(1)</u> | D | \$ 9.78 | 344 | | D | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 <u>(1)</u> | D | \$ 9.65 | 343 | | D | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 <u>(1)</u> | D | \$ 9.73 | 342 | | D | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 5 <u>(1)</u> | D | \$ 9.76 | 337 | | D | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 2 <u>(1)</u> | D | \$ 9.75 | 335 | | D | |
| Common Stock, par value \$0.01 per share | | | | | | 50,499 | | I | See footnote <u>(2)</u> |

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

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 control number.

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(9-02)

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) | 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. Nu |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|

