

Prestige Brands Holdings, Inc.
Form 4
August 06, 2013

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Connors Timothy

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)
660 WHITE PLAINS RD.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/05/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Sales & Marketing

TARRYTOWN, NY 10591

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

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

(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 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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	08/05/2013		M	55,834 A	\$ 9.45 128,903	D	
Common Stock, par value \$0.01 per share	08/05/2013		S	55,834 D	\$ 34.28 73,069 (1) (2)	D	
Common Stock, par value \$0.01 per share	08/05/2013		M	36,211 A	\$ 11.27 109,280	D	

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Common
Stock, par
value \$0.01
per share

08/05/2013

S 36,211 D 33.75 73,069 D

(1) (3)

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

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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) (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.45	08/05/2013		M		55,834		<u>(4)</u>	04/18/2020	Common Stock	55,834
Employee Stock Option (right to buy)	\$ 11.27	08/05/2013		M		36,211		<u>(5)</u>	05/09/2021	Common Stock	36,211

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Connors Timothy
660 WHITE PLAINS RD.
TARRYTOWN, NY 10591

EVP, Sales & Marketing

Signatures

/s/ Timothy Connors by Samuel C. Cowley as
attorney-in fact

08/06/2013

__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).

Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer. The reporting person reported on a single line all such transactions

(1) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.

(2) The range of prices for such transaction is \$33.75 to \$34.88.

(3) The range of prices for such transaction is \$33.75 to \$33.81

(4) The option vested in three equal annual installments beginning on April 19, 2011.

(5) The option vests in three approximately equal annual installments beginning on May 10, 2012.

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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