

Prestige Brands Holdings, Inc.
Form 4
May 14, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mann Peter

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)

90 NORTH BROADWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2007

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

IRVINGTON, NY 10533

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	05/11/2007		S		100	D	\$ 12.63
831,457							
Common Stock, par value \$0.01 per share	05/11/2007		S		200	D	\$ 12.62
831,257							
Common Stock, par	05/11/2007		S		1,400	D	\$ 12.61
829,857							

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	05/11/2007	S	4,700	D	\$ 12.6	825,157	D
Common Stock, par value \$0.01 per share	05/11/2007	S	2,801	D	\$ 12.59	822,356	D
Common Stock, par value \$0.01 per share	05/11/2007	S	1,604	D	\$ 12.58	820,752	D
Common Stock, par value \$0.01 per share	05/11/2007	S	1,895	D	\$ 12.57	818,857	D
Common Stock, par value \$0.01 per share	05/11/2007	S	500	D	\$ 12.56	818,357	D
Common Stock, par value \$0.01 per share	05/11/2007	S	3,200	D	\$ 12.55	815,157	D
Common Stock, par value \$0.01 per share	05/11/2007	S	1,981	D	\$ 12.54	813,176	D
Common Stock, par value \$0.01 per share	05/11/2007	S	4,019	D	\$ 12.53	809,157	D
Common Stock, par value	05/11/2007	S	3,100	D	\$ 12.52	806,057	D

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\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

05/11/2007

S

7,200

D

\$
12.51

798,857

D

Common
Stock, par
value
\$0.01 per
share

05/11/2007

S

167,300

D

\$ 12.5

631,557

D

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Mann Peter 90 NORTH BROADWAY IRVINGTON, NY 10533	X			

Signatures

/s/ Peter C.
Mann

05/14/2007

__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).

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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