

Beadon Perry  
Form 3  
January 26, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Beadon Perry		(Month/Day/Year)	PLAYTEX PRODUCTS INC [PYX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
640 PATRIOT ROAD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
SOUTHBURY,Â CTÂ 06488			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Senior V.P. Global Sales	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Employee Stock Option (right to buy)     $\hat{A}$  (1)(2)    12/29/2007    Common Stock    190,000    \$ 7.81    D     $\hat{A}$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beadon Perry 640 PATRIOT ROAD SOUTHURY, CT 06488	$\hat{A}$	$\hat{A}$	$\hat{A}$ Senior V.P. Global Sales	$\hat{A}$

## Signatures

/s/ Perry Beadon                      01/18/2005

         \*\*Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) These options were granted under the Playtex 2003 Stock Option Plan for Directors and Executive and Key Employees of Playtex Products, Inc. One third of these options (the "Annual Vesting Portion") vest at the end of each of the Issuer's fiscal years (the last Saturday nearest to December 31) 2005, 2006 and 2007; provided that, the Annual Vesting Portion for each such fiscal year shall vest and become exercisable at the end of such fiscal year only if the average daily closing share price of the Issuer's Common Stock during the last quarter of such fiscal year equals or exceeds the "Share Price Target" for such fiscal year. The Share Price Targets for fiscal year 2005, 2006 and 2007 are \$9.50, \$12.00 and \$14.50, respectively.

(2) Notwithstanding the foregoing, (i) if the Share Price Target (SPT) for fiscal year 2005 is not attained, the Annual Vesting Portion for that year shall vest and become exercisable upon the earlier of (A) the end of fiscal year 2006 if the applicable SPT for that year is attained, and (B) the end of fiscal year 2007 if the applicable SPT for that fiscal year is attained, and (ii) if the SPT for fiscal year 2006 is not attained, the Annual Vesting Portion for that fiscal year shall vest and become exercisable if the SPT for fiscal year 2007 is attained; provided that, any shares of Common Stock subject to an Annual Vesting Portion that are not vested and exercisable as of the end of fiscal year 2007 shall be immediately terminated and canceled without payment (or further consideration to the reporting person) by the Issuer. SPTs may be equitably adjusted in certain circumstances.

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.