

YESTRUMSKAS PAUL E
Form 4
April 04, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
YESTRUMSKAS PAUL E

2. Issuer Name and Ticker or Trading Symbol
PLAYTEX PRODUCTS INC [PYX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
300 NYALA FARMS
ROAD, PLAYTEX PRODUCTS
INC
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2007

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President, General Counsel

WESTPORT, CT 06880

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 (Instr. 4)
				(A) or (D)	Price		
				Code	V Amount		
Common Stock	04/02/2007		J(1)	A	\$ 1,767	12,434	D
Common Stock (1)	04/02/2007		F	D	\$ 556	11,878	D
Common Stock	04/02/2007		J(2)	A	\$ 9,234	21,112	D
Common Stock (2)	04/02/2007		F	D	\$ 2,902	18,210	D
Common Stock						1,766	I Restricted Account I

Common Stock	18,466	I	Restricted Account II
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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. Number of Derivative Securities Beneficially Owned (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships
YESTRUMSKAS PAUL E 300 NYALA FARMS ROAD PLAYTEX PRODUCTS INC WESTPORT, CT 06880	Director 10% Owner Officer Vice President, General Counsel Other

Signatures

/s/ Paul E.
Yestrumskas 04/04/2007

__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).
- 1,767 shares have vested upon approval and attainment of the performance target and continued employment. They were released on (1) April 2, 2007. The Company withheld 556 shares to satisfy tax-withholding requirements, for a net distribution to the Executive of 1,211 shares.

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9,234 shares have vested upon approval and attainment of the performance target and continued employment. They were released on (2) April 2, 2007. The Company withheld 2,902 shares to satisfy tax-withholding requirements, for a net distribution to the Executive of 6,332 shares.

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.