

Talbert David
Form 3
May 17, 2010

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 *

Â Talbert David

(Last) (First) (Middle)

90 N. BROADWAY

(Street)

IRVINGTON,Â NYÂ 10533

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/11/2010

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

Senior VP, Sales

5. 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

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)

Common Stock, par value \$0.01 per share

36,257 ⁽¹⁾

D Â

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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	05/24/2017	Common Stock	19,239	\$ 12.86	D	Â
Employee Stock Option (right to buy)	Â (3)	05/29/2018	Common Stock	21,224	\$ 10.91	D	Â
Employee Stock Option (right to buy)	Â (4)	04/07/2020	Common Stock	28,955	\$ 9.03	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Talbert David 90 N. BROADWAY IRVINGTON, NY 10533	Â	Â	Â Senior VP, Sales	Â

Signatures

/s/ David Talbert 05/17/2010

**Signature of
Reporting Person

Date

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).

- Includes 17,459 shares of restricted common stock subject to vesting based on certain performance targets set by the Issuer's Compensation Committee and 7,601 restricted stock units which vest promptly following (i) if no deferral election is made, the earliest to occur of the Reporting Person's death, disability or April 8, 2013, or (ii) if a deferral election is made, the earliest to occur of the Reporting Person's death, disability or April 8, 2018.
- (1)
 - (2) The option vests in three annual installments as follows: 6,413 shares on each of May 25, 2008, 2009 and 2010.
 - (3) The option vests in three annual installments as follows: 7,074 shares on each of May 30, 2009 and 2010 and 7,076 shares on May 30, 2011.
 - (4) The option vests in three annual installments as follows: 9,651 shares on April 8, 2011 and 9,652 shares on each of April 8, 2012 and 2013.

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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