

Donnini David
Form 4
August 25, 2008

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 *
Donnini David

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2008

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

C/O GTCR GOLDR RAUNER, LLC, SEARS TOWER #6100

(Street)

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

CHICAGO, IL 60606-6402

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Common Stock, par value \$0.01 per share	08/21/2008		S		46,947 ⁽¹⁾ \$ 9.486 ⁽²⁾	622,993	I	See footnote (3) (4)
Common Stock, par value \$0.01 per share	08/22/2008		S		48,841 ⁽¹⁾ \$ 9.72 ⁽²⁾	574,152	I	See footnote (3) (4)
Common Stock, par value \$0.01	08/21/2008		S		130 ⁽⁵⁾ \$ 9.48 ⁽⁶⁾	1,726	I	See footnote (3) (7)

per share								
Common Stock, par value \$0.01 per share	08/22/2008	S	135 ⁽⁵⁾	D	\$ <u>9.72</u> ⁽⁶⁾	1,591	I	See footnote <u>(3)</u> <u>(7)</u>
Common Stock, par value \$0.01 per share	08/21/2008	S	23 ⁽⁸⁾	D	\$ <u>9.468</u> ⁽⁹⁾	312	I	See footnote <u>(3)</u> <u>(10)</u>
Common Stock, par value \$0.01 per share	08/22/2008	S	24 ⁽⁸⁾	D	\$ <u>9.7</u> ⁽⁹⁾	288	I	See footnote <u>(3)</u> <u>(10)</u>
Common Stock, par value \$0.01 per share						9,461,583	I	See footnote <u>(3)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share						1,660,463	I	See footnote <u>(3)</u> <u>(12)</u>
Common Stock, par value \$0.01 per share						50,499	I	See footnote <u>(3)</u> <u>(13)</u>
Common Stock, par value \$0.01 per share						301,240	I	See footnote <u>(3)</u> <u>(14)</u>

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)	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...
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donnini David C/O GTCR GOLDR RAUNER, LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402	X	X		

Signatures

/s/ Dennis M. Myers under a Power of Attorney 08/25/2008

__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) Reflects shares received by GTCR Partners VIII, L.P. ("GTCR Partners VIII") as a result of pro rata distributions from GTCR Fund VIII, L.P. ("Fund VIII") and GTCR Fund VIII/B, L.P. ("Fund VIII/B") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
 - (2) Reflects the weighted average price of the shares sold. The prices actually received ranged from (i) \$9.38 to \$9.74 for sales occurring on August 21, 2008 and (ii) \$9.60 to \$9.95 for sales occurring on August 22, 2008. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (3) The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
 - (4) Reflects shares held directly by GTCR Partners VIII. GTCR Golder Rauner II, LLC ("GTCR II") is the general partner of GTCR Partners VIII. As such, GTCR II may be deemed to be the beneficial owner of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR Partners VIII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VIII.
 - (5) Reflects shares received by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") as a result of pro rata distributions from GTCR Capital Partners, L.P. ("Capital Partners") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
 - (6) Represents the weighted average price of the shares sold. The prices actually received ranged from (i) \$9.38 to \$9.695 for sales occurring on August 21, 2008 and (ii) \$9.66 to \$9.95 for sales occurring on August 22, 2008. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (7) Reflects shares held directly by Mezzanine Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VI. As such, GTCR may be deemed to be the beneficial owner of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by Mezzanine Partners to the extent of the Reporting Person's indirect

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proportionate interest in Mezzanine Partners.

- (8) Reflects shares received by GTCR II as a result of pro rata distributions from GTCR Co-Invest II, L.P. ("Co-Invest II") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

- (9) Represents the weighted average price of the shares sold. The prices actually received ranged from (i) \$9.38 to \$9.59 for sales occurring on August 21, 2008 and (ii) \$9.66 to \$9.86 for sales occurring on August 22, 2008. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (10) Reflects shares held directly by GTCR II. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR II to the extent of the Reporting Person's indirect proportionate interest in GTCR II.

- (11) Fund VIII is the direct beneficial owner of such shares. GTCR Partners VIII is the general partner of Fund VIII, and GTCR II is the general partner of GTCR Partners VIII. As such, GTCR Partners VIII and GTCR II may be deemed to be the beneficial owners of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and GTCR Partners VIII and may be deemed to have an indirect pecuniary interest in the shares owned by Fund VIII to the extent of the Reporting Person's indirect proportionate interest in Fund VIII.

- (12) Fund VIII/B is the direct beneficial owner of such shares. GTCR Partners VIII is the general partner of Fund VIII/B, and GTCR II is the general partner of GTCR Partners VIII. As such, GTCR Partners VIII and GTCR II may be deemed to be the beneficial owners of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and GTCR Partners VIII and may be deemed to have an indirect pecuniary interest in the shares owned by Fund VIII/B to the extent of the Reporting Person's indirect proportionate interest in Fund VIII/B.

- (13) Co-Invest II is the direct beneficial owner of such shares. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be a beneficial owner of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by Co-Invest II to the extent of the Reporting Person's indirect proportionate interest in Co-Invest II.

- (14) Capital Partners is the direct beneficial owner of such shares. Mezzanine Partners is the general partner of Capital Partners. GTCR Partners VI is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR, Mezzanine Partners and GTCR Partners VI and may be deemed to have an indirect pecuniary interest in the shares owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

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.