

GTCR GOLDER RAUNER II LLC
 Form 4
 September 14, 2009

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 *
 GTCR CO INVEST II LP

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)
 09/10/2009

____ Director
 ____ Officer (give title below) Other (specify below)
 See remarks below

C/O GTCR GOLDER RAUNER,
 L.L.C., 300 N. LASALLE STREET,
 SUITE 5600

(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 60654

(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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	09/10/2009		J ⁽¹⁾		17,605	D	\$ 0
					13,088 ⁽²⁾	D ⁽³⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Following Transaction (Instr. 5)
				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
GTCR CO INVEST II LP C/O GTCR GOLDER RAUNER, L.L.C. 300 N. LASALLE STREET, SUITE 5600 CHICAGO, IL 60654				See remarks below
GTCR GOLDER RAUNER II LLC C/O GTCR GOLDER RAUNER, L.L.C. 300 N. LASALLE STREET, SUITE 5600 CHICAGO, IL 60654				See remarks below

Signatures

/s/ Dennis M. Myers under a Power of Attorney
Date: 09/14/2009

__Signature of Reporting Person

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 a pro rata distribution of such shares by GTCR Co-Invest II, L.P. ("Co-Invest II") to its partners, including 422 shares distributed to GTCR Golder Rauner II, L.L.C. ("GTCR II"). The distribution of shares from Co-Invest II to GTCR II was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.
- (2) Does not include the 422 shares distributed to GTCR II, which are beneficially owned by GTCR II.
- (3) Co-Invest II is the direct beneficial owner of the shares reported in Table I. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be beneficial owner of the 13,088 shares reported in Table I. GTCR II expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of its pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR II is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of its pecuniary interest therein.

Remarks:

The Reporting Person may be deemed a director by virtue of a Co-Invest II member serving on the board of directors of Presti

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.