

Prestige Brands Holdings, Inc.  
 Form 4  
 August 08, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Connors Timothy

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)  
 660 WHITE PLAINS RD.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/06/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Sales & Marketing

TARRYTOWN, NY 10591  
 (City) (State) (Zip)

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

**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 or Price		
Common Stock, par value \$0.01 per share	08/06/2013		M		11,715 A \$ 11.27	84,784	D
Common Stock, par value \$0.01 per share	08/06/2013		S		11,715 D \$ 36.77 (1) (2)	73,069	D
Common Stock, par value \$0.01 per share	08/06/2013		M		24,841 A \$ 13.24	97,910	D

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Common Stock, par value \$0.01 per share      08/06/2013      S      24,841      D      \$ 33.71      73,069      D      (1) (3)

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

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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.27	08/06/2013		M	11,715	<u>(4)</u> 05/09/2021	Common Stock      11,715
Employee Stock Option (right to buy)	\$ 13.24	08/06/2013		M	24,841	<u>(5)</u> 05/09/2022	Common Stock      24,841

## Reporting Owners

Reporting Owner Name / Address	Relationships
Connors Timothy 660 WHITE PLAINS RD. TARRYTOWN, NY 10591	Director    10% Owner    Officer    Other  EVP, Sales & Marketing

## Signatures

/s/ Timothy Connors by Samuel C. Cowley as attorney-in fact

08/08/2013

\_\_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).

Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer. The reporting person reported on a single line all such transactions

(1) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.

(2) The range of prices for such transaction is \$33.75 to \$33.91

(3) The range of prices for such transaction is \$33.57 to \$33.81

(4) The option vested in three approximately equal annual installments beginning on May 10, 2012.

(5) The option vests in three approximately equal annual installments beginning on May 9, 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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