

Prestige Brands Holdings, Inc.
 Form 4
 May 23, 2014

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

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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 *
Hennessey Paul A.

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., SUITE 205
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2014

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

TARRYTOWN, NY 10591

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 05/10/2014 | | F | | 2,586 | D | \$ 32.99 |
| Common Stock, par value \$0.01 per share | 05/21/2014 | | M | | 18,257 | A | \$ 11.27 |
| Common Stock, par value \$0.01 | 05/21/2014 | | M | | 18,530 | A | \$ 13.24 |
| | | | | | | | 52,069 |

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per share

| | | | | | | | |
|---|------------|---|-------|---|-------------|--------|---|
| Common Stock, par value \$0.01 per share | 05/21/2014 | M | 3,641 | A | \$ 29.94 | 55,710 | D |
|---|------------|---|-------|---|-------------|--------|---|

| | | | | | | | |
|---|------------|---|--------|---|-------------|--------|---|
| Common Stock, par value \$0.01 per share | 05/21/2014 | S | 24,363 | D | \$ 33.25 | 31,347 | D |
|---|------------|---|--------|---|-------------|--------|---|

| | | | | | | | |
|---|------------|---|--------|---|---------------------------|--------|---|
| Common Stock, par value \$0.01 per share | 05/22/2014 | S | 16,065 | D | \$ <u>33.51</u> (1) | 15,282 | D |
|---|------------|---|--------|---|---------------------------|--------|---|

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

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.

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) | Amount or Number of Shares | |
|---|---|---|---|---|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 11.27 | 05/21/2014 | | M | 18,257 | <u>(2)</u> | 05/09/2021 | Common Stock | 18,257 |
| Employee Stock Option (right to buy) | \$ 13.24 | 05/21/2014 | | M | 18,530 | <u>(3)</u> | 05/09/2022 | Common Stock | 18,530 |
| Employee Stock Option (right to | \$ 29.94 | 05/21/2014 | | M | 3,641 | <u>(4)</u> | 05/14/2023 | Common Stock | 3,641 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hennessey Paul A. 660 WHITE PLAINS RD., SUITE 205 TARRYTOWN, NY 10591 | | | Vice President, Operations | |

Signatures

/s/ Paul A. Hennessey by Samuel C. Cowley as attorney-in-fact pursuant to power of attorney dated May 8, 2012 on file with the Commission

05/23/2014

__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. The range of prices for such transaction is \$33.46 to \$33.55.
- (2) The option vested in three equal annual installments beginning on May 10, 2012.
- (3) The option vests in three annual installments as follows: 9,265 on each of May 9, 2013, 2014 and 2015.
- (4) The option vests in three installments as follows: 3,641 on May 14, 2014 and 3,640 on each of May 14, 2015 and 2016.

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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