

Prestige Brands Holdings, Inc.
 Form 4
 August 21, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 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)

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

(Street)

CHICAGO, IL 60606-6402

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 08/19/2008

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

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock, par value \$0.01 per share	08/20/2008		S	1 ⁽¹⁾	D	\$ 9.78	344	I	See footnote ⁽²⁾ <u>(3)</u>
Common Stock, par value \$0.01 per share	08/20/2008		S	1 ⁽¹⁾	D	\$ 9.65	343	I	See footnote ⁽²⁾ <u>(3)</u>
Common Stock, par value \$0.01	08/20/2008		S	1 ⁽¹⁾	D	\$ 9.73	342	I	See footnote ⁽²⁾ <u>(3)</u>

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per share									
Common Stock, par value \$0.01 per share	08/20/2008	S	5 ⁽¹⁾	D	\$ 9.76	337		I	See footnote ⁽²⁾ <u>(3)</u>
Common Stock, par value \$0.01 per share	08/20/2008	S	2 ⁽¹⁾	D	\$ 9.75	335		I	See footnote ⁽²⁾ <u>(3)</u>
Common Stock, par value \$0.01 per share						9,461,583		I	See footnote ⁽²⁾ <u>(4)</u>
Common Stock, par value \$0.01 per share						1,660,463		I	See footnote ⁽²⁾ <u>(5)</u>
Common Stock, par value \$0.01 per share						50,499		I	See footnote ⁽²⁾ <u>(6)</u>
Common Stock, par value \$0.01 per share						301,240		I	See footnote ⁽²⁾ <u>(7)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

Reporting Owners

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

Signatures

/s/ Dennis M. Myers under a Power of Attorney

08/21/2008

__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 Golder Rauner II, LLC ("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.
- (2) 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.
- (3) 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.
- (4) GTCR Fund VIII, LP ("Fund VIII") is the direct beneficial owner of such shares. GTCR Partners VIII, LP ("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 beneficial owners 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 Fund VIII to the extent of the Reporting Person's indirect proportionate interest in Fund VIII.
- (5) GTCR Fund VIII/B, LP ("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 beneficial owners 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 Fund VIII/B to the extent of the Reporting Person's indirect proportionate interest in Fund VIII/B.
- (6) 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.
- (7) GTCR Capital Partners, LP ("Capital Partners") is the direct beneficial owner of such shares. GTCR Mezzanine Partners, LP ("Mezzanine Partners") is the general partner of Capital Partners. GTCR Partners VI, LP ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, LLC ("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.

Remarks:

Remarks: This is 4 of 4 reports relating to sale transactions occurring on August 19, 2008 and August 20, 2008.

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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