

Prestige Brands Holdings, Inc.
 Form 4
 June 10, 2016

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 *
 Parkinson John

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)
 06/08/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP- International

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 | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 06/08/2016 | | M | | 12,046 | A | \$ 29.94 |
| Common Stock, par value \$0.01 per share | 06/08/2016 | | M | | 8,824 | A | \$ 33.5 |
| Common Stock, par value \$0.01 per share | 06/08/2016 | | M | | 4,273 | A | \$ 41.44 |

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Common Stock, par value \$0.01 per share 06/08/2016 S 25,143 D \$ 53.57 64,209 D
(1) (2)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 29.94 | 06/08/2016 | | M | 12,046 | <u>(3)</u> 05/14/2023 | Common Stock | 12,046 |
| Employee Stock Option (right to buy) | \$ 33.5 | 06/08/2016 | | M | 8,824 | <u>(4)</u> 05/12/2024 | Common Stock | 8,824 |
| Employee Stock Option (right to buy) | \$ 41.44 | 06/08/2016 | | M | 4,273 | <u>(5)</u> 05/11/2028 | Common Stock | 4,273 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | | |
|---------------------------------------|----------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Parkinson John 660 WHITE PLAINS RD | | | Senior VP- International | |

TARRYTOWN, NY 10591

Signatures

/s/ John Parkinson by David S. Marberger as attorney-in-fact pursuant to power of attorney
dated June 2, 2016 on file with the Commission

06/09/2016

__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 \$53.33 to \$53.67.
- (3) The options vested in three approximately equal annual installments beginning May 14, 2014.
- (4) The options vested in three approximately equal installments beginning May 12, 2015.
- (5) The options vested in three approximately equal installments beginning May 11, 2016.

Remarks:

See Exhibit 24 - Power of Attorney

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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