

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

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 *
 Donnini David

(Last) (First) (Middle)
 C/O GTCR GOLDR RAUNER,
 LLC, SEARS TOWER #6100
 (Street)

CHICAGO, IL 60606-6402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Prestige Brands Holdings, Inc.
 [PBH]

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) Code V Amount (D) Price | | | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | | S | 4 ⁽¹⁾ D \$ 9.84 | 1,922 | I | See footnote <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.01 per share | 08/20/2008 | | S | 2 ⁽¹⁾ D \$ 9.82 | 1,920 | I | See footnote <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.01 | 08/20/2008 | | S | 2 ⁽¹⁾ D \$ 9.81 | 1,918 | I | See footnote <u>(2)</u> <u>(3)</u> |

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| | | | | | | | | | |
|--|------------|---|---------------|---|---------|-------|---|------------------------------------|--|
| per share | | | | | | | | | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 7 <u>(1)</u> | D | \$ 9.8 | 1,911 | I | See footnote <u>(2)</u> <u>(3)</u> | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 2 <u>(1)</u> | D | \$ 9.74 | 1,909 | I | See footnote <u>(2)</u> <u>(3)</u> | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 4 <u>(1)</u> | D | \$ 9.78 | 1,905 | I | See footnote <u>(2)</u> <u>(3)</u> | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 4 <u>(1)</u> | D | \$ 9.65 | 1,901 | I | See footnote <u>(2)</u> <u>(3)</u> | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 <u>(1)</u> | D | \$ 9.7 | 1,900 | I | See footnote <u>(2)</u> <u>(3)</u> | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 2 <u>(1)</u> | D | \$ 9.69 | 1,898 | I | See footnote <u>(2)</u> <u>(3)</u> | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 <u>(1)</u> | D | \$ 9.68 | 1,897 | I | See footnote <u>(2)</u> <u>(3)</u> | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 13 <u>(1)</u> | D | \$ 9.73 | 1,884 | I | See footnote <u>(2)</u> <u>(3)</u> | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 17 <u>(1)</u> | D | \$ 9.76 | 1,867 | I | See footnote <u>(2)</u> <u>(3)</u> | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 <u>(1)</u> | D | \$ 9.77 | 1,866 | I | See footnote <u>(2)</u> <u>(3)</u> | |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 10 <u>(1)</u> | D | \$ 9.75 | 1,856 | I | See footnote <u>(2)</u> <u>(3)</u> | |

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| | | | | | | | | |
|--|------------|---|--------------|---|----------|-----|---|------------------------------------|
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 10.05 | 368 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 2 <u>(4)</u> | D | \$ 10.04 | 366 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 10.06 | 365 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.88 | 364 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.9 | 363 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.84 | 362 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 2 <u>(4)</u> | D | \$ 9.83 | 360 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.82 | 359 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.86 | 358 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.85 | 357 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 6 <u>(4)</u> | D | \$ 9.81 | 351 | I | See footnote <u>(2)</u> <u>(5)</u> |
| | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.8 | 350 | I | |

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| | | | | | | | | |
|---|------------|---|--------------|---|---------|-----|---|--|
| Common Stock, par value \$0.01 per share | | | | | | | | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 <u>(4)</u> | D | \$ 9.86 | 349 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 2 <u>(4)</u> | D | \$ 9.87 | 347 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 <u>(4)</u> | D | \$ 9.84 | 346 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 <u>(4)</u> | D | \$ 9.8 | 345 | I | See footnote <u>(2)</u> <u>(5)</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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 |
| Donnini David C/O GTCR GOLDR RAUNER, LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402 | X | X | | |

Signatures

/s/ Dennis M. Myers under a Power of Attorney
Date: 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 Mezzanine Partners, L.P. ("Mezzanine Partners") as a result of pro rata distributions from GTCR Capital Partners, L.P. ("Capital Partners") 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 Mezzanine Partners. GTCR Partners VI, L.P. ("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, GTCR and GTCR VI may be deemed to be the beneficial owner of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by Mezzanine Partners to the extent of the Reporting Person's indirect proportionate interest in Mezzanine Partners.

(4) 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.

(5) 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.

Remarks:

Remarks: This is 3 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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