

Connors Timothy
Form 4
November 15, 2018

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 Consumer Healthcare 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)
11/13/2018

____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/13/2018		M		21,307	A	\$ 29.94
Common Stock, par value \$0.01 per share	11/13/2018		S		21,307	D	\$ 39.26 (1)
Common Stock, par value \$0.01 per share	11/13/2018		S		14,300	D	\$ 39

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Common Stock, par value \$0.01 per share	11/14/2018	M	12,481	A	\$ 29.94	72,256	D
Common Stock, par value \$0.01 per share	11/14/2018	M	26,619	A	\$ 33.5	98,875	D
Common Stock, par value \$0.01 per share	11/14/2018	S	39,100	D	\$ 38.79 <u>(1)</u> <u>(2)</u>	59,775	D

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)	\$ 29.94	11/13/2018		M	21,307	<u>(3)</u> 05/14/2023	Common Stock 21,307
Employee Stock Option (right to buy)	\$ 29.94	11/14/2018		M	12,481	<u>(3)</u> 05/14/2023	Common Stock 12,481
Employee Stock Option (right to buy)	\$ 33.5	11/14/2018		M	26,619	<u>(4)</u> 05/12/2024	Common Stock 26,619

Reporting Owners

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

Signatures

/s/ Timothy Connors by William P'Pool as attorney-in fact pursuant to power of attorney dated May 9, 2017 on file with the Commission

11/15/2018

__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 was \$38.750 to \$39.02.
- (3) The option vested 11,263 on May 14, 2014 and 2015 and 11,262 on May 14, 2016.
- (4) The options vested in three equal installments beginning on May 12, 2014.

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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