

Mannelly Matthew
 Form 4
 December 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
Mannelly Matthew

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)
12/12/2012

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock, par value \$0.01 per share	12/12/2012		G	V	69,424	D	\$ 0 119,109	D	
Common Stock, par value \$0.01 per share	12/12/2012		G	V	69,424	A	\$ 0 69,424	I	By spouse
Common Stock, par value \$0.01	12/13/2012		G	V	69,424	D	\$ 0 0	I	By spouse

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per share

Common Stock, par value \$0.01 per share
 12/13/2012 G V 69,424 A \$ 0 69,424 I By trust ⁽¹⁾

Common Stock, par value \$0.01 per share
 12/12/2012 G V 500 D \$ 0 118,609 D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 7.16	12/12/2012		G	V 75,000	⁽²⁾ 09/02/2009	Common Stock	75,000
Employee stock option (right to buy)	\$ 7.16	12/12/2012		G	V 75,000	⁽²⁾ 09/02/2009	Common Stock	75,000
Employee stock option (right to buy)	\$ 7.16	12/14/2012		G	V 75,000	⁽²⁾ 09/02/2009	Common Stock	75,000
Employee stock option (right to buy)	\$ 7.16	12/14/2012		G	V 75,000	⁽²⁾ 09/02/2009	Common Stock	75,000

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mannelly Matthew 660 WHITE PLAINS RD., SUITE 205 TARRYTOWN, NY 10591	X		President and CEO	

Signatures

/s/ Matthew M.
Mannelly

12/21/2012

**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) The shares and options are held by a family trust, of which the reporting person is trustee and the beneficiaries are the reporting person's children.
 - (2) The options were fully-vested as of September 2, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.