

Prestige Brands Holdings, Inc.
 Form 4
 May 21, 2015

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 *
 Connors Timothy

(Last) (First) (Middle)
 660 WHITE PLAINS RD.
 (Street)

TARRYTOWN, NY 10591

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2015

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)
 EVP, Sales & Marketing

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	05/19/2015		M		5	A	\$ 9.45 91,401
Common Stock, par value \$0.01 per share	05/19/2015		M		23,962	A	\$ 11.27 115,363
Common Stock, par value \$0.01 per share	05/19/2015		M		49,681	A	\$ 13.24 165,044

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Common Stock, par value \$0.01 per share 05/19/2015 S 73,648 D 43.11 91,396 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.45	05/19/2015		M	5	⁽³⁾ 04/19/2020	Common Stock 5
Employee Stock Option (right to buy)	\$ 11.27	05/19/2015		M	23,962	⁽⁴⁾ 05/09/2021	Common Stock 23,962
Employee Stock Option (right to buy)	\$ 13.24	05/19/2015		M	49,681	⁽⁵⁾ 05/09/2022	Common Stock 49,681

Reporting Owners

Reporting Owner Name / Address

Relationships

Connors Timothy
 660 WHITE PLAINS RD.

Director 10% Owner Officer Other
 EVP, Sales & Marketing

TARRYTOWN, NY 10591

Signatures

/s/ Timothy Connors by Samuel C. Cowley as attorney-in fact pursuant to power of attorney
dated May 10, 2012 on file with the Commission

05/20/2015

__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 \$43.00 to \$43.32.

(3) The options vested in three approximately equal annual installments beginning April 19, 2010.

(4) The options vested in three approximately equal installments beginning May 10, 2011.

(5) The options vested in three approximately equal installments beginning May 9, 2012.

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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