

BOYKO JEAN A
Form 4
November 30, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOYKO JEAN A

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2012

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP, Science and Technology

(Street)

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

TARRYTOWN, NY 10591

(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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/28/2012		M	22,396 A	\$ 12.86 44,566	D	
Common Stock, par value \$0.01 per share	11/28/2012		M	8,500 A	\$ 10.91 53,066	D	
Common Stock, par value \$0.01	11/28/2012		S	30,896 D	\$ 12.32 22,170	D	
					(1) (2)		

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per share

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)	\$ 12.86	11/28/2012		M		22,396		<u>(3)</u>	05/27/2017	Common Stock	22,396
Employee Stock Option (right to buy)	\$ 10.91	11/28/2012		M		8,500		<u>(4)</u>	05/29/2018	Common Stock	8,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOYKO JEAN A 660 WHITE PLAINS RD., SUITE 205 TARRYTOWN, NY 10591	SVP, Science and Technology

Signatures

/s/ Jean A.
Boyko 11/30/2012

**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).

- 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 that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.
- (1)
- (2) The range of prices for such transaction is \$20.83 to \$21.06
- (3) The option vests in three equal annual installments beginning on May 25, 2008
- (4) The option vests in three equal annual installments beginning on May 30, 2009

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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