

Mannelly Matthew
Form 4
December 21, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2012

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

(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 (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	(D)	Price
Common Stock, par value \$0.01 per share	12/12/2012		G	V	69,424	D	\$ 0 119,109
Common Stock, par value \$0.01 per share	12/12/2012		G	V	69,424	A	\$ 0 69,424
Common Stock, par value \$0.01	12/13/2012		G	V	69,424	D	\$ 0 0

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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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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 Underlying Security (Instr. 3 and 4)	8. 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	<u>(2)</u>	09/02/2009	Common Stock	75,000
Employee stock option (right to buy)	\$ 7.16	12/12/2012		G	V	75,000		<u>(2)</u>	09/02/2009	Common Stock	75,000
Employee stock option (right to buy)	\$ 7.16	12/14/2012		G	V		75,000	<u>(2)</u>	09/02/2009	Common Stock	75,000
Employee stock option (right to	\$ 7.16	12/14/2012		G	V	75,000		<u>(2)</u>	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.
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