

Prestige Brands Holdings, Inc.  
 Form 4  
 August 21, 2008

**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 \*  
**HEMMER VINCENT J**

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)

**C/O GTCR GOLDR RAUNER, LLC, SEARS TOWER #6100**

(Street)

**CHICAGO, IL 60606-6402**

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/19/2008**

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

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 | 08/20/2008                           |  | S                              | 4   | (1) D \$ 9.84   | 1,922  | I                                 | See footnote (2) (3) |
| Common Stock, par value \$0.01 per share | 08/20/2008                           |  | S                              | 2   | (1) D \$ 9.82   | 1,920  | I                                 | See footnote (2) (3) |
| Common Stock, par value \$0.01           | 08/20/2008                           |  | S                              | 2   | (1) D \$ 9.81   | 1,918  | I                                 | See footnote (2) (3) |

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|   |            |   |               |   |         |       |   |  |  |
|---|------------|---|---------------|---|---------|-------|---|--|--|
| per share   |            |   |               |   |         |       |   |  |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 7 <u>(1)</u>  | D | \$ 9.8  | 1,911 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 2 <u>(1)</u>  | D | \$ 9.74 | 1,909 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 4 <u>(1)</u>  | D | \$ 9.78 | 1,905 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 4 <u>(1)</u>  | D | \$ 9.65 | 1,901 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 1 <u>(1)</u>  | D | \$ 9.7  | 1,900 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 2 <u>(1)</u>  | D | \$ 9.69 | 1,898 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 1 <u>(1)</u>  | D | \$ 9.68 | 1,897 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 13 <u>(1)</u> | D | \$ 9.73 | 1,884 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 17 <u>(1)</u> | D | \$ 9.76 | 1,867 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 1 <u>(1)</u>  | D | \$ 9.77 | 1,866 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |
| Common<br>Stock, par<br>value \$0.01<br>per share | 08/20/2008 | S | 10 <u>(1)</u> | D | \$ 9.75 | 1,856 | I | See<br>footnote<br><u>(2)</u> <u>(3)</u> |  |

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|  |            |   |              |   |          |     |   |                                    |
|--|------------|---|--------------|---|----------|-----|---|------------------------------------|
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 10.05 | 368 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 2 <u>(4)</u> | D | \$ 10.04 | 366 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 10.06 | 365 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.88  | 364 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.9   | 363 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.84  | 362 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 2 <u>(4)</u> | D | \$ 9.83  | 360 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.82  | 359 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.86  | 358 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.85  | 357 | I | See footnote <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 08/19/2008 | S | 6 <u>(4)</u> | D | \$ 9.81  | 351 | I | See footnote <u>(2)</u> <u>(5)</u> |
|  | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 9.8   | 350 | I |                                    |

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|  |            |   |       |   |         |     |   |                      |
|--|------------|---|-------|---|---------|-----|---|----------------------|
| Common Stock, par value \$0.01 per share |            |   |       |   |         |     |   | See footnote (2) (5) |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 (4) | D | \$ 9.86 | 349 | I | See footnote (2) (5) |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 2 (4) | D | \$ 9.87 | 347 | I | See footnote (2) (5) |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 (4) | D | \$ 9.84 | 346 | I | See footnote (2) (5) |
| Common Stock, par value \$0.01 per share | 08/20/2008 | S | 1 (4) | D | \$ 9.8  | 345 | I | See footnote (2) (5) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HEMMER VINCENT J<br>C/O GTCR GOLDR RAUNER, LLC<br>SEARS TOWER #6100<br>CHICAGO, IL 60606-6402 | X             | X         |         |       |

## Signatures

/s/ Dennis M. Myers under a Power of Attorney

08/21/2008

\_\_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) Reflects shares received by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") as a result of pro rata distributions from GTCR Capital Partners, L.P. ("Capital Partners") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

(2) The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

(3) Reflects shares held directly by Mezzanine Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, LLC ("GTCR") is the general partner of GTCR Partners VI. As such, GTCR and GTCR VI may be deemed to be the beneficial owner of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by Mezzanine Partners to the extent of the Reporting Person's indirect proportionate interest in Mezzanine Partners.

(4) Reflects shares received by GTCR Golder Rauner II, LLC ("GTCR II") as a result of pro rata distributions from GTCR Co-Invest II, L.P. ("Co-Invest II") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

(5) Reflects shares held directly by GTCR II. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR II to the extent of the Reporting Person's indirect proportionate interest in GTCR II.

### Remarks:

Remarks: This is 3 of 4 reports relating to sale transactions occurring on August 19, 2008 and August 20, 2008.

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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