

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

Lombardi Ronald M.

CIK: **1507111**

Type: **4** | Act: **34** | File No.: **001-32433** | Film No.: **13852860**

Mailing Address
660 WHITE PLAINS RD.,
SUITE 205
TARRYTOWN NY 10591

ISSUER

Prestige Brands Holdings, Inc.

CIK: **1295947** | IRS No.: **201297589** | Fiscal Year End: **0331**

SIC: **2834** Pharmaceutical preparations

Mailing Address
660 WHITE PLAINS RD.,
SUITE 205
TARRYTOWN NY 10591

Business Address
660 WHITE PLAINS RD.,
SUITE 205
TARRYTOWN NY 10591
(914) 524-6800

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Lombardi Ronald M.			2. Issuer Name and Ticker or Trading Symbol Prestige Brands Holdings, Inc. [PBH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					
660 WHITE PLAINS RD.			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street)								
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	(A) or (D) Price			
Common Stock, par value \$0.01 per share	05/14/2013		A		9,018 ⁽¹⁾	A \$ 0	84,509	D	
Common Stock, par value \$0.01 per share	05/14/2013		A		20,000 ⁽²⁾	A \$ 0	104,509	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$29.94	05/14/2013		A		38,793		⁽³⁾	05/14/2023	Common Stock	\$ 0	38,793	D	

Explanation of Responses:

- The restricted stock units vest on May 14, 2016.
- The restricted stock units vest in three installments as follows: 6,666 on May 14, 2014 and 6,667 each on May 14, 2015 and 2016.
- The option vests in three installments as follows: 12,931 on each of May 14, 2014, 2015 and 2016.

Signatures

/s/ Ronald M. Lombardi by Samuel C. Cowley pursuant to power of attorney dated May 8, 2012 on file with the Commission

05/16/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.