Edgar Filing: Lombardi Ronald M. - Form 4

Form 4 May 12, 2011 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 4 or Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10. Prestige Brands Holdings, Inc. [PBH] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol Prestige Brands Holdings, Inc. [PBH] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. Scurities Acquired 6. Individual or Joint/Group Filing(Check Applicable Luop X-Form file by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired 6. Joint/Group Filing(Check Applicable Luop X-Form file by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date 2. Demed 3. 4. Securities Acquired 5. Amount of Securities (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 4) (Instr. 4) (Instr. 4) (A) Transaction(s) (Instr. 4) (Instr. 4) (Instr. 4) (A) Transaction(s) (Instr. 4) (Ins	Lombardi Ro	onald M.										
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Code V Amount (D) Price	-				Code V	Amount	(D)	Price	(msu. 5 and 4)			
Common						18.084						
Stock, par 05/10/2011 A 17,876 A \$ 0 22,817 D	· ·	05/10/2011			А		А	\$0	22,817	D		
value $\$0.01$ (1) (1) (1) (1) (1) (1) (1) (1)						(1)						

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

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 control number.

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.27	05/10/2011		A	69,662	(2)	05/09/2021	Common Stock	69,662

Reporting Owners

Reporting Owner Name / Address	Relationships						
Treporting of their trainer trainers	Director	10% Owner	Officer	Other			
Lombardi Ronald M. 90 NORTH BROADWAY IRVINGTON, NY 10533			Chief Financial Officer				

Signatures

/s/ Ronald M. Lombardi	05/12/2011		
<u>**</u> 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 of restricted common stock vest on May 10, 2014.
- (2) The option vests in three annual installments as follows: 23,221 shares on each of May 10, 2012 and 2013 and 23,220 shares on May 10, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.