

Mannelly Matthew
 Form 4
 February 14, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2013

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

TARRYTOWN, NY 10591

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	02/12/2013		M	A	\$ 7.16	111,619	I	By Trust (4)
Common Stock, par value \$0.01 per share	02/12/2013		S	D	\$ 24.06 (1) (2)	69,424	I	By Trust (4)
Common Stock, par value \$0.01	02/13/2013		M	A	\$ 7.16	102,229	I	By Trust (4)

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per share

Common Stock, par value \$0.01 per share	02/13/2013	S	32,805	D	\$ 24.05 <u>(1) (3)</u>	69,424	I	By Trust <u>(4)</u>
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Common Stock, par value \$0.01 per share						118,609	D	
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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)	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	02/12/2013		M	42,195	<u>(5)</u> 09/02/2019	Common Stock	42,195	
Employee stock option (right to buy)	\$ 7.16	02/13/2013		M	32,805	<u>(5)</u> 09/02/2019	Common Stock	32,805	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mannelly Matthew 660 WHITE PLAINS RD., SUITE 205	X		President and CEO	

TARRYTOWN, NY 10591

Signatures

/s/ Matthew M.

02/14/2013

Mannelly

__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 separate price.
- (1)
 - (2) The range of prices for such transaction is \$24.00 to \$24.34.
 - (3) The range of prices for such transaction is \$24.00 to \$24.15.
 - (4) 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.
 - (5) The options vested on 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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