

Prestige Brands Holdings, Inc.
 Form 4
 May 21, 2015

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.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2015

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

TARRYTOWN, NY 10591
 (City) (State) (Zip)

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	05/19/2015		M		50,000	A	\$ 7.16
Common Stock, par value \$0.01 per share	05/19/2015		M		14,652	A	\$ 15.66
Common Stock, par value \$0.01 per share	05/19/2015		M		15,964	A	\$ 29.94

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Common Stock, par value \$0.01 per share	05/19/2015	S	94,429	D	\$ 43.31 <u>(1) (2)</u>	46,008	D
Common Stock, par value \$0.01 per share	05/20/2015	S	13,252	D	\$ 43.28 <u>(1) (3)</u>	32,756	D
Common Stock, par value \$0.01 per share	05/20/2015	S	5,050	D	\$ 43.13 <u>(1) (4)</u>	27,706	D

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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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 7.16	05/19/2015		M	50,000	<u>(5)</u> 09/02/2019	Common Stock	50,000	
Employee Stock Option (right to buy)	\$ 15.66	05/19/2015		M	14,652	<u>(6)</u> 08/06/2022	Common Stock	14,652	
Employee Stock Option (right to buy)	\$ 29.94	05/19/2015		M	15,964	<u>(7)</u> 05/14/2023	Common Stock	15,964	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mannelly Matthew 660 WHITE PLAINS RD. TARRYTOWN, NY 10591	X		President and CEO	

Signatures

/s/ Matthew M. Mannelly by Samuel C. Cowley as attorney-in-fact pursuant to power of attorney dated May 9, 2012 on file with the Commission

05/21/2015

__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

- (1) that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) The range of prices for such transaction is \$43.25 to \$43.74.
- (3) The range of prices for such transaction is \$43.00 to \$43.53.
- (4) The range of prices for such transaction is \$43.10 to \$43.17.
- (5) The options vested in five equal installments beginning on September 2, 2009.
- (6) The options vest in three equal installments beginning on August 6, 2012.
- (7) The options vest in three equal installments beginning on May 14, 2013.

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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