

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

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GTCR GOLDR RAUNER II LLC

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60606-6402

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Prestige Brands Holdings, Inc.
[PBH]

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

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	08/19/2008		S	1	(1) D	\$ 10.05	368 D
Common Stock, par value \$0.01 per share	08/19/2008		S	2	(1) D	\$ 10.04	366 D
Common Stock, par value \$0.01	08/19/2008		S	1	(1) D	\$ 10.06	365 D

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per share

Common
Stock, par
value \$0.01
per share

08/19/2008

S

1 (1)

D

\$ 9.88 364

D

Common
Stock, par
value \$0.01
per share

08/19/2008

S

1 (1)

D

\$ 9.9 363

D

Common
Stock, par
value \$0.01
per share

08/19/2008

S

1 (1)

D

\$ 9.84 362

D

Common
Stock, par
value \$0.01
per share

08/19/2008

S

2 (1)

D

\$ 9.83 360

D

Common
Stock, par
value \$0.01
per share

08/19/2008

S

1 (1)

D

\$ 9.82 359

D

Common
Stock, par
value \$0.01
per share

08/19/2008

S

1 (1)

D

\$ 9.86 358

D

Common
Stock, par
value \$0.01
per share

08/19/2008

S

1 (1)

D

\$ 9.85 357

D

Common
Stock, par
value \$0.01
per share

08/19/2008

S

6 (1)

D

\$ 9.81 351

D

Common
Stock, par
value \$0.01
per share

08/19/2008

S

1 (1)

D

\$ 9.8 350

D

Common
Stock, par
value \$0.01
per share

50,499

I

See
footnote
(2)

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GTCR GOLDBERGER RAUNER II LLC C/O GTCR GOLDBERGER RAUNER, LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402	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).

Reflects shares received by GTCR Goldberger Rauner II, L.L.C ("GTCR II LLC") 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.

Reflects 50,499 shares held directly by Co-Invest II. GTCR II LLC is the general partner of Co-Invest II. As such, GTCR II LLC may be deemed to be a beneficial owner of the 50,499 shares reported in Table I. GTCR II LLC expressly disclaims beneficial ownership of such shares reported in Table I, except to the extent of its pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR II LLC is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of its pecuniary interest therein.

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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