

Beadon Perry
 Form 3/A
 January 31, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Beadon Perry		(Month/Day/Year)	PLAYTEX PRODUCTS INC [PYX]	
(Last)	(First)	(Middle)	01/14/2005	
640 PATRIOT ROAD			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
SOUTHBURY,Â CTÂ 06488			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior V.P. Global Sales	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			01/26/2005	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

Employee Stock Option (right to buy)	Â (1)(2)	01/14/2015	Common Stock	190,000	\$ 7.72	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beadon Perry 640 PATRIOT ROAD SOUTHURY, CT 06488	Â	Â	Â Senior V.P. Global Sales	Â

Signatures

/s/ William Stammer, Attorney-In-Fact for Perry Beadon	01/28/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted under Playtex 2003 Stock Option Plan for Directors and Executives and Key Employees of Playtex Products, Inc. One third of the options (63,333) vest in equal amounts of 21,111 at the end of the first, second and third anniversaries of the grant date provided the Executive remains employed. Two thirds of the options (126,667) vest in amounts of 42,223, 42,222 and 42,222, respectively, at the end of each of the Issuer's fiscal years (the last Saturday nearest to December 31) 2005, 2006 & 2007 (the "Annual Vesting Portion"); provided that, the Executive remains employed and the Annual Vesting Portion for each such fiscal year shall vest and become exercisable at the end of such fiscal year only if the average daily closing share price of the Issuer's Common Stock during the last quarter of such fiscal year equals or exceeds the "Share Price Target" ("SPT") for such fiscal year. The SPT for fiscal years 2005, 2006 & 2007 are \$9.50, \$12.00 & \$14.50, respectively.
- (2) Notwithstanding the foregoing, (i) if the SPT for fiscal year 2005 (the "First Fiscal Year") is not attained, the Annual Vesting Portion for the First Fiscal Year shall vest and become exercisable upon the earlier of (A) the end of fiscal year 2006 (the "Second Fiscal Year") if the SPT for the Second Fiscal Year is attained and (B) the end of fiscal year 2007 (the "Third Fiscal Year") if the SPT for the Third Fiscal Year is attained, and (ii) if the SPT for the Second Fiscal Year is not attained, the Annual Vesting Portion for the Second Fiscal Year shall vest and become exercisable if the SPT for the Third Fiscal Year is attained; provided that, any shares of Common Stock subject to an Annual Vesting Portion that are not vested and exercisable as of the end of the Third Fiscal Year shall be immediately terminated and canceled without payment (or further consideration to the reporting person) by the Issuer. SPTs may be equitably adjusted in certain circumstances.

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.