

YESTRUMSKAS PAUL E
Form 4
March 06, 2007

FORM 4

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

OMB APPROVAL

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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 *
YESTRUMSKAS PAUL E

(Last) (First) (Middle)

300 NYALA FARMS
ROAD, PLAYTEX PRODUCTS
INC

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PLAYTEX PRODUCTS INC [PYX]

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

03/02/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
VP,General Counsel & Secretary

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	<u>(1)</u>	03/02/2007	D			300	09/22/1998	09/22/2007	Common Stock	14,700
Employee Stock Option (right to buy)	<u>(1)</u>	03/02/2007	D			100	09/22/1998	09/22/2007	Common Stock	14,600
Employee Stock Option (right to buy)	<u>(1)</u>	03/02/2007	D			200	09/22/1998	09/22/2007	Common Stock	14,400
Employee Stock Option (right to buy)	<u>(1)</u>	03/02/2007	D			500	09/22/1998	09/22/2007	Common Stock	13,900
Employee Stock Option (right to buy)	<u>(1)</u>	03/02/2007	D			700	09/22/1998	09/22/2007	Common Stock	13,200
Employee Stock Option (right to buy)	<u>(1)</u>	03/02/2007	D			500	09/22/1998	09/22/2007	Common Stock	12,700
Employee Stock Option (right to buy)	<u>(1)</u>	03/02/2007	D			1,400	09/22/1998	09/22/2007	Common Stock	11,300
Employee Stock	<u>(1)</u>	03/02/2007	D			600	09/22/1998	09/22/2007	Common Stock	10,700

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Option (right to buy)									
Employee Stock Option (right to buy)	<u>(1)</u>	03/02/2007	D	100	09/22/1998	09/22/2007	Common Stock	10,600	
Employee Stock Option (right to buy)	<u>(1)</u>	03/02/2007	D	100	09/22/1998	09/22/2007	Common Stock	10,500	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	500	09/22/1998	09/22/2007	Common Stock	10,000	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	2,300	09/22/1999	09/22/2007	Common Stock	7,700	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	100	09/22/1999	09/22/2007	Common Stock	7,600	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	500	09/22/1999	09/22/2007	Common Stock	7,100	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	100	09/22/1999	09/22/2007	Common Stock	7,000	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	800	09/22/1999	09/22/2007	Common Stock	6,200	
Employee Stock Option	<u>(1)</u>	03/06/2007	D	100	09/22/1999	09/22/2007	Common Stock	6,100	

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(right to buy)									
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	1,000	09/22/1999	09/22/2007	Common Stock	5,100	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	100	09/22/1999	09/22/2007	Common Stock	5,000	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	300	09/22/2000	09/22/2007	Common Stock	4,700	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	100	09/22/2000	09/22/2007	Common Stock	4,600	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	1,000	09/22/2000	09/22/2007	Common Stock	3,600	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	1,300	09/22/2000	09/22/2007	Common Stock	2,300	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	400	09/22/2000	09/22/2007	Common Stock	1,900	
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	300	09/22/2000	09/22/2007	Common Stock	1,600	
Employee Stock Option (right to	<u>(1)</u>	03/06/2007	D	200	09/22/2000	09/22/2007	Common Stock	1,400	

buy)										
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	100	09/22/2000	09/22/2007	Common Stock	1,300		
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	400	09/22/2000	09/22/2007	Common Stock	900		
Employee Stock Option (right to buy)	<u>(1)</u>	03/06/2007	D	900	09/22/2000	09/22/2007	Common Stock	0		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YESTRUMSKAS PAUL E 300 NYALA FARMS ROAD PLAYTEX PRODUCTS INC WESTPORT, CT 06880			VP,General Counsel & Secretary	

Signatures

/s/ William Stammer, Attorney-in-Fact for Paul E. Yestrumskas 03/06/2007

__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) Option shares awarded under the Playtex Products, Inc. 1994 Stock Option Plan, which is a Rule 16b-3. Options were awarded at a price of \$9.5625 per share on September 22, 1997. These options vested as follows: 5,000 on September 22, 1998, 5,000 vested on September 22, 1999, and 5,000 vested September 22, 2000. After this reported disposition, Mr. Yestrumskas has 150,800 options outstanding, of which 134,268 are exercisable.

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.