

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person*</b> <u>HEMMER VINCENT J</u>  (Last) (First) (Middle) 300 N. LASALLE STREET SUITE 5600  (Street) CHICAGO IL 60654  (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Prestige Brands Holdings, Inc. [ PBH ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 05/29/2009					
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>					
			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	05/29/2009		S		118,745 <sup>(1)</sup>	D	\$6.12 <sup>(2)</sup>	0	I	See footnote <sup>(3)(4)</sup>
Common Stock, par value \$0.01 per share	05/29/2009		S		2,625 <sup>(5)</sup>	D	\$6.12 <sup>(6)</sup>	0	I	See footnote <sup>(3)(7)</sup>
Common Stock, par value \$0.01 per share	05/29/2009		S		475 <sup>(8)</sup>	D	\$6.12 <sup>(9)</sup>	0	I	See footnote <sup>(3)(10)</sup>
Common Stock, par value \$0.01 per share								5,750,766	I	See footnote <sup>(3)(11)</sup>
Common Stock, par value \$0.01 per share								1,009,232	I	See footnote <sup>(3)(12)</sup>
Common Stock, par value \$0.01 per share								30,693	I	See footnote <sup>(3)(13)</sup>
Common Stock, par value \$0.01 per share								183,094	I	See footnote <sup>(3)(14)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Reflects shares received by GTCR Partners VIII, L.P. ("GTCR Partners VIII") as a result of pro rata distributions from GTCR Fund VIII, L.P. ("Fund VIII") and GTCR Fund VIII/B, L.P. ("Fund VIII/B") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
- Reflects the weighted average price of the shares sold. The prices actually received ranged from \$6.12 to \$6.15. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
- Reflects shares held directly by GTCR Partners VIII. GTCR Golder Rauner II, LLC ("GTCR II") is the general partner of GTCR Partners VIII. As such, GTCR II may be deemed to be the beneficial owner of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR Partners VIII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VIII.
- Reflects shares received by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") as a result of pro rata distributions from GTCR Capital Partners, L.P. ("Capital Partners") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
- Reflects the weighted average price of the shares sold. The prices actually received ranged from \$6.12 to \$6.15. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- Reflects shares held directly by Mezzanine Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VI. As such, GTCR may be deemed to be the beneficial owner of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by Mezzanine Partners to the extent of the Reporting Person's indirect proportionate interest in Mezzanine Partners.
- Reflects shares received by GTCR II 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 the weighted average price of the shares sold. The prices actually received ranged from \$6.12 to \$6.15. The reporting person will provide to the issuer, any security holder of the issuer or the SEC

staff, upon request, information regarding the number of shares sold at each price within the range.

10. Reflects shares held directly by GTCR II. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR II to the extent of the Reporting Person's indirect proportionate interest in GTCR II.

11. Fund VIII is the direct beneficial owner of such shares. GTCR Partners VIII is the general partner of Fund VIII, and GTCR II is the general partner of GTCR Partners VIII. As such, GTCR Partners VIII and GTCR II may be deemed to be the beneficial owners of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and GTCR Partners VIII and may be deemed to have an indirect pecuniary interest in the shares owned by Fund VIII to the extent of the Reporting Person's indirect proportionate interest in Fund VIII.

12. Fund VIII/B is the direct beneficial owner of such shares. GTCR Partners VIII is the general partner of Fund VIII/B, and GTCR II is the general partner of GTCR Partners VIII. As such, GTCR Partners VIII and GTCR II may be deemed to be the beneficial owners of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and GTCR Partners VIII and may be deemed to have an indirect pecuniary interest in the shares owned by Fund VIII/B to the extent of the Reporting Person's indirect proportionate interest in Fund VIII/B.

13. Co-Invest II is the direct beneficial owner of such shares. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be a beneficial owner of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by Co-Invest II to the extent of the Reporting Person's indirect proportionate interest in Co-Invest II.

14. Capital Partners is the direct beneficial owner of such shares. Mezzanine Partners is the general partner of Capital Partners. GTCR Partners VI is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR, Mezzanine Partners and GTCR Partners VI and may be deemed to have an indirect pecuniary interest in the shares owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

/s/ Dennis M. Myers under a  
Power of Attorney.

06/01/2009

\*\* Signature of Reporting Person

Date

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

\* 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).

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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