

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Talbert David</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/11/2010	3. Issuer Name and Ticker or Trading Symbol <u>Prestige Brands Holdings, Inc. [PBH]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP, Sales</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>90 N. BROADWAY</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>IRVINGTON NY 10533</u>			
(City) (State) (Zip)			

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)
<u>Common Stock, par value \$0.01 per share</u>	<u>36,257⁽¹⁾</u>	<u>D</u>	

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Employee Stock Option (right to buy)</u>	<u>(2)</u>	<u>05/24/2017</u>	<u>Common Stock</u>	<u>19,239</u>	<u>12.86</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(3)</u>	<u>05/29/2018</u>	<u>Common Stock</u>	<u>21,224</u>	<u>10.91</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(4)</u>	<u>04/07/2020</u>	<u>Common Stock</u>	<u>28,955</u>	<u>9.03</u>	<u>D</u>

Explanation of Responses:

- Includes 17,459 shares of restricted common stock subject to vesting based on certain performance targets set by the Issuer's Compensation Committee and 7,601 restricted stock units which vest promptly following (i) if no deferral election is made, the earliest to occur of the Reporting Person's death, disability or April 8, 2013, or (ii) if a deferral election is made, the earliest to occur of the Reporting Person's death, disability or April 8, 2018.
- The option vests in three annual installments as follows: 6,413 shares on each of May 25, 2008, 2009 and 2010.
- The option vests in three annual installments as follows: 7,074 shares on each of May 30, 2009 and 2010 and 7,076 shares on May 30, 2011.
- The option vests in three annual installments as follows: 9,651 shares on April 8, 2011 and 9,652 shares on each of April 8, 2012 and 2013.

Remarks:

/s/ David Talbert05/17/2010

** 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 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).

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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