SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

(Last)       (First)       (Middle)         90 NORTH BROADWAY       Director       10% Owner         X       Officer (give title       Other (specify below)         (Street)       Chief Marketing Officer       Street         IRVINGTON NY       10533       Chief Marketing Officer       X         (City)       (State)       (Zip)       Chief Marketing Officer       X         Table I - Non-Derivative Securities Beneficially Owned       3. Ownership       Form filed by More than On Reporting Person         1. Title of Security (Instr. 4)       2. Amount of Securities Beneficially Owned (Instr. 4)       3. Ownership         No securities are beneficially owned.       0       D         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       3. Title and Amount of Securities	1. Name and Address of Reporting Person* Connors Timothy			2. Date of Event Requiring Staten Month/Day/Year 04/19/2010	nent <sup>1</sup>	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Prestige Brands Holdings, Inc.</u> [ PBH ]								
(Street)       IRVINGTON NY 10533       A below)       Chief Marketing Officer       Applicable Line)       X       Form filed by One Reporting Form filed by More than On Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Beneficially Owned       S. Ownership Form: Direct (D) or Indirect (D) (Instr. 5)       A Nature of Indirect Beneficial Owned (Instr. 4)         1. Title of Security (Instr. 4)       0       D       Indirect (D) (Instr. 5)       4. Nature of Indirect Beneficial Owned (Instr. 4)         1. Title of Derivative Security (Instr. 4)       2. Amount of Securities Beneficially Owned (Instr. 4)       D       Indirect (D) (Instr. 5)       4. Nature of Indirect Beneficial Owned (Instr. 4)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and (e.g., puts, calls, warrants, options, convertible securities)       5. Ownership Beneficial Ownership (Conversion One)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Date       3. Title and Amount of Securities (Instr. 4)       5. Ownership Beneficial Ownership (Conversion One)						(Check all applicable) Director			10% Owner					
IRVINGTON NY       10533       Form filed by More than On Reporting Person         (City)       (State)       (Zip)       Form filed by More than On Reporting Person         1. Title of Security (Instr. 4)       2. Amount of Securities Beneficially Owned (Instr. 4)       3. Ownership Form: Direct (D) or Indirect (D) (Instr. 5)       4. Nature of Indirect Beneficial Ownership Form: Direct (D) or Indirect (D) (Instr. 5)         No securities are beneficially owned.       0       D       D         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       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       5. Ownership Beneficial Ownership (D) (Instr. 4)						Х				cify			/Group Filing (Check	
(City)       (State)       (Zip)       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 (D) (Instr. 5)       4. Nature of Indirect Beneficial Own (Instr. 5)         No securities are beneficially owned.       0       D       D         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       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       5. Ownership Beneficial Ownership (S. Nature of Indirect Objective Security (Instr. 4)						Chief Marketing Officer			X Form filed by 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 Own (Instr. 5)         No securities are beneficially owned.       0       D       D         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       3. Title and Amount of Securities Conversion Ownership       5. Ownership Beneficial Ownership	IRVINGTON NY 10533													
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 Own (Instr. 5)         No securities are beneficially owned.       0       D         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       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       5. Ownership       6. Nature of In Beneficial Ownership	(City) (State) (Zip)													
Beneficially Owned (Instr. 4)       Form: Direct (D) or Indirect (I) (Instr. 5)       (Instr. 5)         No securities are beneficially owned.       0       D         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       3. Title and Amount of Securities Security (Instr. 4)       4. Conversion       5. Ownership       6. Nature of Ir Beneficial Ownership	Table I - Non-Derivative Securities Beneficially Owned													
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         3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	1. Title of Security (Instr. 4)						neficially Owned (Instr. 4)		Form: Direct (D) or Indirect (I)		4. Nature of Indirect Beneficial Ownership (Instr. 5)			
(e.g., puts, calls, warrants, options, convertible securities)         1. Title of Derivative Security (Instr. 4)         2. Date Exercisable and Expiration Date         3. Title and Amount of Securities         4. Conversion         Ownership         Beneficial Ownership	No securities are beneficially owned.						0	D						
Expiration Date Underlying Derivative Security (Instr. 4) Conversion Ownership Beneficial Ow														
	1. Title of Derivative Security (Instr. 4)			Expiration Date						Conve or Exe	rcise	Ownership	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Explanation of Responses:     Date     Expiration     Title     Amount or Number of Shares     Price of Derivative Security     Direct (D) or Indirect (I) (I) (Instr. 5)							9		or Number of	Deriva	tive	or Indirect		

Remarks:

<u>/s/ Timothy Connors</u>

<u>04/20/2010</u> Date

\*\* Signature of Reporting Person 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.

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 Number.