

Prestige Brands Holdings, Inc.  
 Form 4  
 August 21, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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 \*  
 GTCR PARTNERS VIII L P

2. Issuer Name and Ticker or Trading Symbol  
 Prestige Brands Holdings, Inc.  
 [PBH]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O GTCR GOLDR RAUNER,  
 LLC, SEARS TOWER #6100  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/19/2008

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

CHICAGO, IL 60606-6402

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)	Price		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	08/19/2008		S	997 <sup>(1)</sup> D	\$ 10.03	736,164	D
Common Stock, par value \$0.01 per share	08/19/2008		S	34 <sup>(1)</sup> D	\$ 10.13	736,130	D
Common Stock, par value \$0.01	08/19/2008		S	2,291 <sup>(1)</sup> D	\$ 10.05	733,839	D

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per share							
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>3,751</u> (1)	D	\$ 10.04	730,088	D
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>1,541</u> (1)	D	\$ 10.06	728,547	D
Common Stock, par value \$0.01 per share	08/19/2008	S	399 <u>(1)</u>	D	\$ 9.98	728,148	D
Common Stock, par value \$0.01 per share	08/19/2008	S	598 <u>(1)</u>	D	\$ 9.95	727,550	D
Common Stock, par value \$0.01 per share	08/19/2008	S	357 <u>(1)</u>	D	\$ 9.92	727,193	D
Common Stock, par value \$0.01 per share	08/19/2008	S	898 <u>(1)</u>	D	\$ 9.93	726,295	D
Common Stock, par value \$0.01 per share	08/19/2008	S	100 <u>(1)</u>	D	\$ 9.89	726,195	D
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>2,791</u> (1)	D	\$ 9.88	723,404	D
Common Stock, par value \$0.01 per share	08/19/2008	S	997 <u>(1)</u>	D	\$ 9.87	722,407	D
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>2,292</u> (1)	D	\$ 9.9	720,115	D
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>2,650</u> (1)	D	\$ 9.84	717,465	D

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Common Stock, par value \$0.01 per share	08/19/2008	S	<u>4,334</u> <sup>(1)</sup>	D	\$ 9.83	713,131	D	
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>1,038</u> <sup>(1)</sup>	D	\$ 9.82	712,093	D	
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>2,293</u> <sup>(1)</sup>	D	\$ 9.86	709,800	D	
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>2,392</u> <sup>(1)</sup>	D	\$ 9.85	707,408	D	
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>6,030</u> <sup>(1)</sup>	D	\$ 9.81	701,378	D	
Common Stock, par value \$0.01 per share	08/19/2008	S	<u>1,395</u> <sup>(1)</sup>	D	\$ 9.8	699,983	D	
Common Stock, par value \$0.01 per share						11,122,046	I	See footnote <u>(2)</u>

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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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