PLAYTEX PRODUCTS INC

Form 4 April 27, 2006

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

			2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			PLAYTEX PRODUCTS INC [PYX]					(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction				• •				
			(Month/D	ay/Year)				Director		Owner			
300 NYALA FARMS			04/25/20	04/25/2006					_X_ Officer (give title Other (specify below)				
ROAD, PL	AYTEX PROD	DUCTS						/	ll Counsel & Sec	cretary			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
		Filed(Mor	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person					
WESTPOR	T, CT 06880							Form filed by I Person	More than One Re	porting			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned			
1.Title of	2. Transaction I	Date 2A. Dee	emed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of			
` '		on Date, if Transaction(A) or Disposed of (D				Securities	Form: Direct	Indirect					
(Instr. 3)		any	/D/W	Code	(Instr. 3, 4	and 5	5)	Beneficially	(D) or	Beneficial			
		(Month/	Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)			
						(A)		Reported Transaction(s)	(mour. 1)	(msu. 1)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)					
Common Stock (1)	04/25/2006	<u>(1)</u>		A	27,700	D	\$ 0.01	41,900 (2)	D				

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

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 control number.

SEC 1474

(9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date Exercisable	Expiration Date		umber		
								of			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

YESTRUMSKAS PAUL E 300 NYALA FARMS ROAD PLAYTEX PRODUCTS INC WESTPORT, CT 06880

VP, General Counsel & Secretary

Signatures

/s/ Paul E.

Yestrumskas 04/27/2006 **Signature of Reporting 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).

Restricted Stock Awards vest in amounts of 9,234, 9,233 and 9,233 on the last day of the fiscal first quarter of each of the 2007, 2008 and 2009 fiscal years of the Company, respectively, provided the Executive remains employed by the Company and that Playtex Products,

- (1) Inc. attains established performance targets. If the Company attains at least 90% of the performance target for any fiscal year, 50% of the annual vesting portion shall vest, and up to 100% of the annual vesting portion shall vest if 100% or more of the target is met, determined using straight line interpolation.
- (2) To date, 31,233 shares of common stock are restricted stock, 10,667 shares are unrestricted.

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.

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