Edgar Filing: Hawley Blair P - Form 4

Form 4											
May 03, 2007 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
-	UNITED	SIAIES	SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549						OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o	ger 5 STATEN 6. r	SECUR	RITIES					January 31, 2005 average urs per . 0.5			
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the l	Public U		ding Com	ipany	Act of	e Act of 1934, f 1935 or Sectio 40)n		
(Print or Type I	Responses)										
Hawley Blair P Syr				r Name and				5. Relationship of Reporting Person(s) to Issuer			
(Leet)	PLAYTEX PRODUCTS INC [PYX]					(Check all applicable)					
				e of Earliest Transaction h/Day/Year) 1/2007				Director 10% Owner X Officer (give title Other (specify below) below) below) Vice President, Supply Chain			
			mendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person 				
WESTPOR'	T, CT 06880							Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock (1)	05/01/2007			J	26,800	A	\$ 15.5	26,800	Ι	Restricted Stock Award I	

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.

 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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Hawley Blair P 300 NYALA FARMS ROAD WESTPORT, CT 06880			Vice President, Supply Chain					
Signatures								
/s/ William Stammer, Attorney Hawley	-in-Fact f	or Blair P.	05/03/2007					
**Signature of Reporti	ng Person		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).

Performance Restricted Stock vests in amounts of 8,934, 8,933 and 8,933 on the last day of fiscal first quarter of each of the 2008, 2009 and 2010 fiscal years of the Company, respectively, provided the Executive remains employed and that Playtex Products, Inc. attains

(1) 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.

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.