

NOWAKOWSKI SUSAN
Form 4
October 03, 2007

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 *
NOWAKOWSKI SUSAN

(Last) (First) (Middle)

300 NYALA FARMS ROAD

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PLAYTEX PRODUCTS INC [PYX]

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

10/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect or Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/01/2007		D ⁽¹⁾	4,434	D \$ 18.3	0	D
Common Stock	10/01/2007		D ⁽²⁾	10,266	D \$ 18.3	0	I Restricted Stock Award

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.85	10/01/2007		D ⁽³⁾	9,000	08/01/2001 08/01/2011	Common Stock	9,000
Stock Option (Right to Buy)	\$ 11.35	10/01/2007		D ⁽³⁾	8,000	08/01/2002 08/01/2012	Common Stock	8,000
Stock Option (Right to Buy)	\$ 6.8	10/01/2007		D ⁽³⁾	8,000	08/01/2003 08/01/2013	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOWAKOWSKI SUSAN 300 NYALA FARMS ROAD WESTPORT, CT 06880		X		

Signatures

/s/ Paul Yestrumskas, Attorney-in-Fact for Susan Nowakowski
10/03/2007

__Signature of Reporting 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).
- (1) These securities were disposed of on October 1, 2007 by ETKM, Inc. ("ETKM"), a wholly-owned subsidiary of Energizer Holdings, Inc. ("Energizer"), through a merger (the "Merger") with and into the Issuer, under an Agreement and Plan of Merger, dated July 12, 2007, among Energizer, ETKM and the Issuer (the "Merger Agreement"). Under the terms of the Merger Agreement, the Issuer's stockholders,

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including the reporting person, are receiving \$18.30 in cash for each share of the Issuer's common stock held prior to the Merger. Following the Merger, the Issuer became a wholly-owned subsidiary of Energizer.

- Under the terms of the Merger Agreement, each share of the Issuer's restricted stock held by the reporting person has been cancelled by
- (2) the Issuer, and the reporting person is receiving, in lieu thereof, an amount equal to \$18.30 per share (the amount per share to be received by the Issuer's stockholders in connection with Merger).

- Under the terms of the Merger Agreement, each option to acquire shares of the Issuer's common stock, whether vested or unvested, has
- (3) been cancelled by the Issuer, and the reporting person is receiving, in lieu thereof, an amount equal to \$18.30 per share (the amount per share to be received by the Issuer's stockholders in connection with the Merger) less the aggregate exercise price of the option.

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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