

COOK JAMES S  
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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**COOK JAMES S**

(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)  
**Senior VP, Operations**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 10/01/2007                           |  | D <sup>(1)</sup>               |   | 111,238   | D  | \$ 18.3                           |
| Common Stock                    | 10/01/2007                           |  | D <sup>(2)</sup>               |   | 63,199  | D  | \$ 18.3                           |
|                                 |                                      |  |                                |   |   | I  | 0                                 |
|                                 |                                      |  |                                |   |   |  | Restricted Performance Stock      |

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)

Edgar Filing: COOK JAMES S - Form 4

**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) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 10.0625   | 10/01/2007                           |  | D <sup>(3)</sup>               |   | 20,000   |     | 01/05/1998  | 01/05/2008      | Common Stock | 20,000                     |
| Stock Option (Right to Buy)                | \$ 14.375  | 10/01/2007                           |  | D <sup>(3)</sup>               |   | 15,000   |     | 06/03/1998  | 06/03/2008      | Common Stock | 15,000                     |
| Stock Option (Right to Buy)                | \$ 15  | 10/01/2007                           |  | D <sup>(3)</sup>               |   | 20,000   |     | 12/17/1998  | 12/17/2008      | Common Stock | 20,000                     |
| Stock Option (Right to Buy)                | \$ 15.5  | 10/01/2007                           |  | D <sup>(3)</sup>               |   | 15,000   |     | 05/17/1999  | 05/17/2009      | Common Stock | 15,000                     |
| Stock Option (Right to Buy)                | \$ 10.8125   | 10/01/2007                           |  | D <sup>(3)</sup>               |   | 15,000   |     | 05/22/2000  | 05/22/2010      | Common Stock | 15,000                     |
| Stock Option (Right to Buy)                | \$ 10.75   | 10/01/2007                           |  | D <sup>(3)</sup>               |   | 20,000   |     | 08/15/2000  | 08/15/2010      | Common Stock | 20,000                     |
| Stock Option (Right to Buy)                | \$ 10.13   | 10/01/2007                           |  | D <sup>(3)</sup>               |   | 15,000   |     | 05/31/2001  | 05/13/2011      | Common Stock | 15,000                     |
| Stock Option (Right to Buy)                | \$ 12.4  | 10/01/2007                           |  | D <sup>(3)</sup>               |   | 15,000   |     | 05/14/2002  | 05/14/2012      | Common Stock | 15,000                     |
|  | \$ 7.62  | 10/01/2007                           |  | D <sup>(3)</sup>               |   | 15,000   |     | 05/15/2003  | 05/15/2013      |              | 15,000                     |

| Stock Option (Right to Buy) |          |            |                  |        |            |            |  | Common Stock |        |
|-----------------------------|----------|------------|------------------|--------|------------|------------|--|--------------|--------|
| Stock Option (Right to Buy) | \$ 6.68  | 10/01/2007 | D <sup>(3)</sup> | 8,334  | 05/13/2004 | 05/13/2014 |  | Common Stock | 8,334  |
| Stock Option (Right to Buy) | \$ 8.5   | 10/01/2007 | D <sup>(3)</sup> | 8,333  | 05/13/2004 | 05/13/2014 |  | Common Stock | 8,333  |
| Stock Option (Right to Buy) | \$ 9.5   | 10/01/2007 | D <sup>(3)</sup> | 8,333  | 05/13/2004 | 05/13/2014 |  | Common Stock | 8,333  |
| Stock Option (Right to Buy) | \$ 10.59 | 10/01/2007 | D <sup>(3)</sup> | 13,300 | 06/14/2005 | 06/14/2015 |  | Common Stock | 13,300 |
| Stock Option (Right to Buy) | \$ 10.59 | 10/01/2007 | D <sup>(3)</sup> | 26,700 | 06/14/2005 | 06/14/2015 |  | Common Stock | 26,700 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| COOK JAMES S<br>300 NYALA FARMS ROAD<br>WESTPORT, CT 06880 |               |           | Senior VP, Operations |       |

## Signatures

/s/ William Stammer, Attorney-in-Fact for James S. Cook  
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).

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, (1) among Energizer, ETKM and the Issuer (the "Merger Agreement"). Under the terms of the Merger Agreement, the Issuer's stockholders, 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.

## Edgar Filing: COOK JAMES S - Form 4

(2) Under the terms of the Merger Agreement, each share of the Issuer's restricted stock held by the reporting person has 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 Merger).

(3) Under the terms of the Merger Agreement, each option to acquire shares of the Issuer's common stock, whether vested or unvested, has 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. 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.