

PLAYTEX PRODUCTS INC

Form 3

July 23, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â ENERGIZER HOLDINGS
INC

(Last) (First) (Middle)

533 MARYVILLE
UNIVERSITY DRIVE

(Street)

ST LOUIS,Â MOÂ 63141

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
07/12/2007

3. Issuer Name **and** Ticker or Trading Symbol
PLAYTEX PRODUCTS INC [PYX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share 0

I See Notes 1, 2 and 3 below (1) (2)
(3)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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(Instr. 4)				Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ENERGIZER HOLDINGS INC

533 MARYVILLE UNIVERSITY DRIVE

ST LOUIS, MO 63141

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^ X

^

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Signatures

/s/ Daniel J. Sescleifer,
Executive Vice President and
Chief Financial Officer

07/23/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Energizer Holdings, Inc. ("Energizer") is filing this Form 3 solely because it may be deemed to have beneficial ownership pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") of 8,664,407 shares of common stock (the "Shares") of Playtex Products, Inc. ("Playtex"), consisting of 6,000,386 shares of common stock (including 593,960 unvested restricted shares of common stock) and options to purchase 2,664,021 shares of common stock.
- (2) The Shares are subject to a Stockholder Agreement (the "Stockholder Agreement") dated as of July 12, 2007 between Energizer and each director, certain officers and certain stockholders of Playtex. Energizer entered into the Stockholder Agreement in connection with the Agreement and Plan of Merger (the "Merger Agreement") dated as of July 12, 2007 between Energizer, ETKM, Inc. ("Merger Sub") and Playtex, pursuant to which Merger Sub will merge with and into Playtex and Playtex will become a wholly-owned subsidiary of Energizer. For additional information regarding the Stockholder Agreement and Merger Agreement, see the Schedule 13D filed by Energizer with the Securities and Exchange Commission on the date hereof.
- (3) Neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by Energizer that it is the beneficial owner of any of the Shares for purposes of Section 16 of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed. Energizer has no "pecuniary interest" in the Shares.

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.