

Kelley Kris J
 Form 4
 December 13, 2004

FORM 4

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

OMB APPROVAL

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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 *
 Kelley Kris J

(Last) (First) (Middle)
 608 PATRIOT ROAD
 (Street)

SOUTHBURY, CT 06488

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/09/2004

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)
 Executive Vice President & CFO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.26	12/09/2004			A		13,333		(1)	12/09/2014	Common Stock	13,333
Employee Stock Option (right to buy)	\$ 7.26	12/09/2004			A		26,667		(2)(3)(4)	12/09/2014	Common Stock	26,667

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kelley Kris J 608 PATRIOT ROAD SOUTHBURY, CT 06488	Executive Vice President & CFO

Signatures

/s/ Kris J. Kelley 12/13/2004
 **Signature of Date
 Reporting Person

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 options were granted under the Playtex 2003 Stock Option Plan for Directors and Key Employees of Playtex Products, Inc. One third of these options vest on each of the last Saturday nearest December 31, 2005, December 31, 2006 and December 31, 2007.
- These options were granted under the Playtex 2003 Stock Option Plan for Directors and Key Employees of Playtex Products, Inc. One third of these options (the "Annual Vesting Portion") vest at the end of each of the Issuer's fiscal years (the last Saturday nearest to December 31) 2005, 2006 and 2007; provided that, the Annual Vesting Portion for each such fiscal year shall vest and become exercisable at the end of such fiscal year only if the average daily closing share price of the Issuer's Common Stock during the last quarter of such fiscal year equals or exceeds the "Share Price Target" for such fiscal year. The Share Price Targets for fiscal year 2005, 2006 and 2007 are \$9.50, \$12.00 and \$14.50, respectively.
- (2) Notwithstanding the foregoing, (i) if the Share Price Target for fiscal year 2005 (the "First Fiscal Year") is not attained, the Annual Vesting Portion for the First Fiscal Year shall vest and become exercisable upon the earlier of (A) the end of fiscal year 2006 (the "Second Fiscal Year") if the applicable Share Price Target for the Second Fiscal Year is attained, and (B) the end of fiscal year 2007 (the "Third Fiscal Year") if the applicable Share Price Target for the Third Fiscal Year is attained, and (ii) if the Share Price Target for the Second Fiscal Year is not attained, the Annual Vesting Portion for the Second Fiscal Year shall vest and become exercisable if the Share Price Target for the Third Fiscal Year is attained.
- (3) Notwithstanding the foregoing, (i) if the Share Price Target for fiscal year 2005 (the "First Fiscal Year") is not attained, the Annual Vesting Portion for the First Fiscal Year shall vest and become exercisable upon the earlier of (A) the end of fiscal year 2006 (the "Second Fiscal Year") if the applicable Share Price Target for the Second Fiscal Year is attained, and (B) the end of fiscal year 2007 (the "Third Fiscal Year") if the applicable Share Price Target for the Third Fiscal Year is attained, and (ii) if the Share Price Target for the Second Fiscal Year is not attained, the Annual Vesting Portion for the Second Fiscal Year shall vest and become exercisable if the Share Price Target for the Third Fiscal Year is attained.

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- However, any shares of Common Stock subject to an Annual Vesting Portion that are not vested and exercisable as of the end of the Third
- (4) Fiscal Year shall be immediately terminated and canceled without payment (or further consideration to the reporting person) by the Issuer. Share Price Targets may be equitably adjusted in certain circumstances.

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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