PLAYTEX PRODUCTS INC

Form 4 June 16, 2005

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549 Number: January 31,

Expires: 2005 Estimated average

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and A	Address of Reporting	Symbo	uer Name and Ticker or Trading l TEX PRODUCTS INC [PY:	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	Middle) 3. Date	of Earliest Transaction	(Check all applicable)			
21 WOOD	Y LANE	(Month 06/14	n/Day/Year) /2005	X Director 10% Owner Symbol Officer (give title Other (specify below) President and CEO			
	(Street)	4. If A	mendment, Date Original	6. Individual or Joint/Group Filing(Check			
WESTPOR (City)	T, CT 06880 (State)	(7:n)	Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person quired, Disposed of, or Beneficially Owned			
1 Tr'd C	0.T: D.						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, i any (Month/Day/Year	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) F				
Common Stock (1)	06/14/2005	<u>(1)</u>	A 612,658 A \$	01 622,658 (2) D			
Common				6 900 I By Trust			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

I

(2)

6,900

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

9. Nu Deriv Secu

Owner Follo Repo Trans (Insti

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ite	Amou	nt of	Derivative	1
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DEFEO NEIL P 21 WOODY LANE	X		President and CEO			
WESTPORT, CT 06880						

Signatures

/s/ Paul Yestrumskas, Attorney-in-Fact for Neil DeFeo 06/14/2005

**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).
- Restricted Performance Stock vests in amounts of 204,220, 204,219 & 204,219 on the last day of the fiscal year in 2006, 2007 and 2008 of the Company, respectively, provided the Executive remains employed and that Playtex Products, Inc. attains 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.
- (2) To date, 612,658 shares of common stock are restricted stock, 10,000 shares are owned directly and unrestricted and 6,900 shares are held indirectly in the name of a trust that the reporting person's wife is co-trustee of.

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.

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