

COOK JAMES S
Form 4
June 16, 2005

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 *
COOK JAMES S

(Last) (First) (Middle)
8 DRAKE COURT

(Street)
WYOMING, DE 19934

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2005

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, Operation

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)
Common Stock ⁽¹⁾	06/14/2005	<u>(1)</u>	A	V Amount (D) Price \$ 0.01	100,000 ⁽³⁾	D	

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

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SEC 1474 (9-02)

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	(2)	06/14/2005		A	40,000	(2)	(2)	Common Stock	40,000 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOK JAMES S 8 DRAKE COURT WYOMING, DE 19934			Senior VP, Operation	

Signatures

/s/ Paul Yestrumskas, Attorney-in-Fact for James Cook 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).

(1) Restricted Performance Stock vests in amounts of 3,334, 3,333 and 3,333 on the last day of fiscal first quarter of each of the 2006, 2007 and 2008 fiscal years 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) Granted under Playtex 2003 Stock Option Plan for Directors & Executives & Key Employees of Playtex Products, Inc. One third of the options (13,334) vest in amounts of 4,445, 4,445 & 4,444 at the end of the fiscal first quarter in 2006, 2007 & 2008, respectively, provided the Executive remains employed. Two thirds of the options (26,666) vest in amounts of 8,889, 8,889 & 8,888 at the end of the fiscal first quarter in 2006, 2007 & 2008, respectively, provided the Executive remains employed and provided the Company 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.

(3) To date, 10,000 shares of common stock are restricted stock, 90,000 shares are unrestricted.

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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