

HWH VALENTINE PARTNERS LP
 Form 4
 December 22, 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 *
 HWH VALENTINE INC

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 300 CRESCENT COURT SUITE
 1700

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/21/2005

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)
 DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share ("Common Stock")	12/21/2005		J(1)(2)	9,028,482	D (1)(2) 0	I	See footnotes (1) (2) (3)

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HWH VALENTINE INC 300 CRESCENT COURT SUITE 1700 DALLAS, TX 75201		X		
HWH VALENTINE LP 300 CRESCENT COURT SUITE 1700 DALLAS, TX 75201		X		
HWH VALENTINE PARTNERS LP 300 CRESCENT COURT SUITE 1700 DALLAS, TX 75201		X		

Signatures

/s/ Douglas D. Wheat,
President (4) 12/22/2005
 **Signature of Reporting Person Date

/s/ Douglas D. Wheat,
President (5) 12/22/2005
 **Signature of Reporting Person Date

/s/ Douglas D. Wheat,
President (6) 12/22/2005
 **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).

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- The 9,028,482 shares of the Issuer's common stock reported herein were directly held by HWH Valentine Partners, L.P. ("HWH Valentine Partners"). HWH Valentine, L.P., the general partner of HWH Valentine Partners ("HWH Valentine"), and HWH Valentine Incorporated, the general partner of HWH Valentine ("Valentine Inc."), were deemed to have indirect ownership of such shares.

- On December 21, 2005, HWH Valentine Partners distributed the 9,028,482 shares pro rata to its partners. In connection with that distribution, HWH Valentine received shares of the Issuer's common stock and immediately distributed such shares pro rata to its partners and Valentine Inc. received shares of the Issuer's common stock and immediately distributed such shares pro rata to its stockholders. Following such distributions, HWH Valentine Partners, HWH Valentine and Valentine Inc. (collectively, the "Reporting Persons") owned no shares. No consideration was paid in connection with the distributions.

- In prior reports, the Reporting Persons reported beneficial ownership of the 9,028,482 shares held by HWH Valentine Partners. HWH Valentine and Valentine Inc. disclaim beneficial ownership of securities in excess of their direct or indirect interest in the profits or capital accounts of HWH Valentine or HWH Valentine Partners and this report shall not be deemed an admission that Valentine Inc. or HWH Valentine is or was the beneficial owner of these securities in excess of such amount.

Remarks:

Prior to the transactions reported herein, the Reporting Persons may have been deemed to be members of a Section 13(d) group that owned more than 10% of the Issuer's outstanding common stock. However, each of the Reporting Person disclaims such group membership, and this report shall not be deemed an admission that such Reporting Person is or was a member of a Section 13(d) group that owned more than 10% of the Issuer's outstanding Common Stock for purposes of Section 16 or for any other purpose.

- (4) Douglas D. Wheat is signing in his capacity as President of HWH Valentine Incorporated, the general partner of HWH Valentine, L.P., the general partner of HWH Valentine Partners, L.P.

- (5) Douglas D. Wheat is signing in his capacity as President of HWH Valentine Incorporated, the general partner of HWH Valentine, L.P.

- (6) Douglas D. Wheat is signing in his capacity as President of HWH Valentine Incorporated

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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