

PLAYTEX PRODUCTS INC
Form 4
December 22, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 INC

(Last) (First) (Middle)

300 CRESCENT COURT, SUITE 1700,

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share ("Common Stock")	12/21/2005		J ⁽¹⁾		8,055,555	D	0
						I	

See footnotes (1) (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: PLAYTEX PRODUCTS INC - Form 4

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 INC 300 CRESCENT COURT, SUITE 1700 DALLAS, TX 75201		X		
HWH LP C/O HAAS WHEAT & PARTNERS LP 300 CRESCENT COURT, SUITE 1700 DALLAS, TX 75201		X		
HWH CAPITAL PARTNERS LP C/O HAAS WHEAT & PARTNERS LP 300 CRESCENT COURT, SUITE 1700 DALLAS, TX 75201		X		

Signatures

/s/ Douglas D. Wheat,
President (3) 12/22/2005
**Signature of Reporting Person Date

/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

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).

The 8,055,555 shares of the Issuer's common stock reported herein were directly held by HWH Capital Partners, L.P. ("HWH Capital Partners"). HWH, L.P., the general partner of HWH Capital Partners ("HWHL P"), and HWH Incorporated ("HWH, Inc."), the general partner of HWHL P, were deemed to have indirect ownership of such shares. On December 21, 2005, HWH Capital Partners distributed

(1) the 8,055,555 shares pro rata to its partners. In connection with that distribution, HWHL P received shares of the Issuer's common stock and immediately distributed such shares pro rata to its partners and HWH, Inc. received shares of the Issuer's common stock and immediately distributed such shares pro rata to its stockholders. Following such distributions, HWH Capital Partners, HWHL P and HWH, 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 8,055,555 shares held by HWH Capital Partners. HWHL P and HWH, Inc. disclaim beneficial ownership of securities in excess of their direct or indirect interest in the profits or capital accounts of

(2) HWHL P or HWH Capital Partners and this report shall not be deemed an admission that HWH, Inc. or HWHL P 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.

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

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

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

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.