

WHEAT DOUGLAS D  
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 \*  
WHEAT DOUGLAS D

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)  
C/O HAAS WHEAT & PARTNERS LP, 300 CRESCENT COURT, SUITE 1700

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

Director  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  
 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 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)                           |   | 174,182   | A  | (1) 174,182                                |
| Common Stock  | 12/21/2005                           |  | J(2)                           |   | 68,657  | A  | (2) 242,839                                |
| Common Stock  | 12/21/2005                           |  | J(3)                           |   | 212   | A  | (3) 212                                    |
|   |                                      |  |                                |   |   | I  | By Family Trusts                           |

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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 (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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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

WHEAT DOUGLAS D  
C/O HAAS WHEAT & PARTNERS LP  
300 CRESCENT COURT, SUITE 1700  
DALLAS, TX 75201

X

## Signatures

/s/ Douglas D.

Wheat

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).

(1) The Reporting Person received 174,182 shares of the Issuer's common stock from pro rata distributions by the partners of HWH Capital Partners, L.P. to their partners or stockholders. No consideration was paid in connection with the distributions.

(2) The Reporting Person received 68,657 shares of the Issuer's common stock from pro rata distributions by the partners of HWH Valentine Partners, L.P. to their partners or stockholders. No consideration was paid in connection with the distributions.

(3) Certain trusts for the benefit of the family of the Reporting Person received 212 shares of the Issuer's common stock from pro rata distributions by the partners of HWH Valentine Partners, L.P. to their partners or stockholders. No consideration was paid in connection with the distributions.

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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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