

Talbert David  
Form 3  
May 17, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol  |  |
| Â Talbert David                           |         |          | (Month/Day/Year)                     | Prestige Brands Holdings, Inc. [PBH]   |  |
| (Last)                                    | (First) | (Middle) | 05/11/2010                           | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| 90 N. BROADWAY                            |         |          |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |          |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner                       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| IRVINGTON, NY 10533                       |         |          |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)    |                                      | Senior VP, Sales   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 36,257 <sup>(1)</sup>                                 | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|   |       |            |                 | Shares |          | (I)<br>(Instr. 5) |   |
|---|-------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Option<br>(right to buy) | Â (2) | 05/24/2017 | Common<br>Stock | 19,239 | \$ 12.86 | D                 | Â |
| Employee Stock Option<br>(right to buy) | Â (3) | 05/29/2018 | Common<br>Stock | 21,224 | \$ 10.91 | D                 | Â |
| Employee Stock Option<br>(right to buy) | Â (4) | 04/07/2020 | Common<br>Stock | 28,955 | \$ 9.03  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Talbert David<br>90 N. BROADWAY<br>IRVINGTON, NY 10533 | Â             | Â         | Â Senior VP, Sales | Â     |

## Signatures

/s/ David Talbert 05/17/2010

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes 17,459 shares of restricted common stock subject to vesting based on certain performance targets set by the Issuer's Compensation Committee and 7,601 restricted stock units which vest promptly following (i) if no deferral election is made, the earliest to occur of the Reporting Person's death, disability or April 8, 2013, or (ii) if a deferral election is made, the earliest to occur of the Reporting Person's death, disability or April 8, 2018.
- (1) The option vests in three annual installments as follows: 6,413 shares on each of May 25, 2008, 2009 and 2010.
  - (2) The option vests in three annual installments as follows: 7,074 shares on each of May 30, 2009 and 2010 and 7,076 shares on May 30, 2011.
  - (3) The option vests in three annual installments as follows: 9,651 shares on April 8, 2011 and 9,652 shares on each of April 8, 2012 and 2013.
  - (4)

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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