

Prestige Brands Holdings, Inc.
 Form 4
 August 21, 2008

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 *
GTCR GOLDR RAUNER II LLC

2. Issuer Name and Ticker or Trading Symbol
Prestige Brands Holdings, Inc. [PBH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2008

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

C/O GTCR GOLDR RAUNER, LLC, SEARS TOWER #6100

(Street)

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

CHICAGO, IL 60606-6402

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	08/19/2008		S	1	(1) D \$ 10.05	368	D
Common Stock, par value \$0.01 per share	08/19/2008		S	2	(1) D \$ 10.04	366	D
Common Stock, par value \$0.01	08/19/2008		S	1	(1) D \$ 10.06	365	D

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per share								
Common Stock, par value \$0.01 per share	08/19/2008	S	1 <u>(1)</u>	D	\$ 9.88	364		D
Common Stock, par value \$0.01 per share	08/19/2008	S	1 <u>(1)</u>	D	\$ 9.9	363		D
Common Stock, par value \$0.01 per share	08/19/2008	S	1 <u>(1)</u>	D	\$ 9.84	362		D
Common Stock, par value \$0.01 per share	08/19/2008	S	2 <u>(1)</u>	D	\$ 9.83	360		D
Common Stock, par value \$0.01 per share	08/19/2008	S	1 <u>(1)</u>	D	\$ 9.82	359		D
Common Stock, par value \$0.01 per share	08/19/2008	S	1 <u>(1)</u>	D	\$ 9.86	358		D
Common Stock, par value \$0.01 per share	08/19/2008	S	1 <u>(1)</u>	D	\$ 9.85	357		D
Common Stock, par value \$0.01 per share	08/19/2008	S	6 <u>(1)</u>	D	\$ 9.81	351		D
Common Stock, par value \$0.01 per share	08/19/2008	S	1 <u>(1)</u>	D	\$ 9.8	350		D
Common Stock, par value \$0.01 per share						50,499	I	See footnote <u>(2)</u>

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**

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(9-02)

