

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Parkinson John</u> _____ (Last) (First) (Middle) 660 WHITE PLAINS RD. _____ (Street) TARRYTOWN NY 10591 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Prestige Brands Holdings, Inc. [PBH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP- International</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/16/2013		M		20,386	A	\$12.86	66,519	D	
Common Stock, par value \$0.01 per share	12/16/2013		S		20,386	D	\$35.39 ⁽¹⁾⁽²⁾	46,133	D	
Common Stock, par value \$0.01 per share	12/16/2013		M		22,143	A	\$10.91	68,276	D	
Common Stock, par value \$0.01 per share	12/16/2013		S		22,143	D	\$35.39 ⁽¹⁾⁽²⁾	46,133	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$12.86	12/16/2013		M			20,386	(3)	05/24/2017	Common Stock	20,386	\$0	0	D	
Employee Stock Option (right to buy)	\$10.91	12/16/2013		M			22,143	(4)	05/29/2018	Common Stock	22,143	\$0	0	D	

Explanation of Responses:

- Reflects the weighted average sale price. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.
- The range of prices for such transaction is \$35.23 to \$35.68.
- The option vested in three installments as follows: 6,796 on May 25, 2008 and 6,795 on each of May 25, 2009 and 2010.
- The option vested in three equal installments on each of May 30, 2009, 2010 and 2011.

/s/ John Parkinson by Samuel C. Cowley as attorney-in-fact,
pursuant to power of attorney, 12/18/2013
dated May 8, 2012 on file with
the Commission

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.