

Prestige Brands Holdings, Inc.  
 Form 4/A  
 September 12, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Byom John

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)  
 90 NORTH BROADWAY  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/15/2006

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

IRVINGTON, NY 10533  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 08/17/2006

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 Ownership (Instr. 4) |   |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|   |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Stock, par value \$0.01 per share <sup>(1)</sup> | 08/15/2006 <sup>(1)</sup>            |  | A                              | 2,119 <sup>(2)</sup>  | A   | \$ 0   | 2,119                             | D |
| Common Stock, par value \$0.01 per share                | 08/15/2006                           |  | A                              | 5,297 <sup>(3)</sup>  | A   | \$ 0   | 7,416                             | D |

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**

SEC 1474 (9-02)

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**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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| Byom John<br>90 NORTH BROADWAY<br>IRVINGTON, NY 10533 | X             |           |         |       |

## Signatures

/s/ Peter J. Anderson,  
Attorney-in-Fact

09/12/2006

\_\_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) This Form 4/A amends the Form 4 filed on August 17, 2006 by the Reporting Person that was inadvertently filed under the CIK number of Prestige Brands International, LLC, an indirect wholly-owned subsidiary of the Issuer, Prestige Brands Holdings, Inc.

(2) The Reporting Person received 2,119 shares of common stock (equal to \$20,000 divided by the closing stock price of \$9.44 on August 15, 2006) in connection with the Issuer's director compensation arrangement.

(3) The Reporting Person received 5,297 shares of restricted common stock (equal to \$50,000 divided by the closing stock price of \$9.44 on August 15, 2006) in connection with the Issuer's director compensation arrangement. 2,649 and 2,648 shares of restricted common stock vest on August 15, 2007 and 2008, respectively.

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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