

YESTRUMSKAS PAUL E
Form 4
October 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
YESTRUMSKAS PAUL E

(Last) (First) (Middle)

300 NYALA FARMS ROAD

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PLAYTEX PRODUCTS INC [PYX]

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

10/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP General Counsel & Secretary

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 Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	10/01/2007		D ⁽¹⁾	18,210 D \$ 18.3	0	D	
Common Stock	10/01/2007		D ⁽²⁾	47,032 D \$ 18.3	0	I	Restricted Performance Stock

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

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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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.375	10/01/2007		D ⁽³⁾	15,000	06/03/1998 06/03/2008	Common Stock	0
Stock Option (right to buy)	\$ 15	10/01/2007		D ⁽³⁾	10,000	12/17/1998 12/17/2008	Common Stock	0
Stock Option (right to buy)	\$ 15.5	10/01/2007		D ⁽³⁾	15,000	05/17/1999 05/17/2009	Common Stock	0
Stock Option (right to buy)	\$ 10.8125	10/01/2007		D ⁽³⁾	15,000	05/22/2000 05/22/2010	Common Stock	0
Stock Option (right to buy)	\$ 10.75	10/01/2007		D ⁽³⁾	20,000	08/15/2000 08/15/2010	Common Stock	0
Stock Option (right to buy)	\$ 12.4	10/01/2007		D ⁽³⁾	13,000	05/14/2002 05/14/2012	Common Stock	0
Stock Option (right to buy)	\$ 7.62	10/01/2007		D ⁽³⁾	13,000	05/15/2003 05/15/2013	Common Stock	0
Stock Option (right to buy)	\$ 6.68	10/01/2007		D ⁽³⁾	6,668	05/13/2004 05/13/2014	Common Stock	0

Stock Option (right to buy)	\$ 8.5	10/01/2007	D ⁽³⁾	6,666	05/13/2004	05/13/2014	Common Stock	0
Stock Option (right to buy)	\$ 9.5	10/01/2007	D ⁽³⁾	6,666	05/13/2004	05/13/2014	Common Stock	0
Stock Option (right to buy)	\$ 10.59	10/01/2007	D ⁽³⁾	14,800	06/14/2005	06/14/2015	Common Stock	0
Stock Option (right to buy)	\$ 10.13	10/01/2007	D ⁽³⁾	15,000	05/31/2001	05/31/2011	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YESTRUMSKAS PAUL E 300 NYALA FARMS ROAD WESTPORT, CT 06880			VP General Counsel & Secretary	

Signatures

/s/ Paul E.
Yestrumskas 10/03/2007

**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).

These securities were disposed of on October 1, 2007 by ETKM, Inc. ("ETKM"), a wholly-owned subsidiary of Energizer Holdings, Inc. ("Energizer"), through a merger (the "Merger") with and into the Issuer, under an Agreement and Plan of Merger, dated July 12, 2007,

(1) among Energizer, ETKM and the Issuer (the "Merger Agreement"). Under the terms of the Merger Agreement, the Issuer's stockholders, including the reporting person, are receiving \$18.30 in cash for each share of the Issuer's common stock held prior to the Merger. Following the Merger, the Issuer became a wholly-owned subsidiary of Energizer.

(2) Under the terms of the Merger Agreement, each share of the Issuer's restricted stock held by the reporting person has been cancelled by the Issuer, and the reporting person is receiving, in lieu thereof, an amount equal to \$18.30 per share (the amount per share to be received by the Issuer's stockholders in connection with Merger).

(3) Under the terms of the Merger Agreement, each option to acquire shares of the Issuer's common stock, whether vested or unvested, has been cancelled by the Issuer, and the reporting person is receiving, in lieu thereof, an amount equal to \$18.30 per share (the amount per share to be received by the Issuer's stockholders in connection with the Merger) less the aggregate exercise price of the option.

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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