

PLAYTEX PRODUCTS INC
Form 15-12B
October 10, 2007
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR
SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: **001-12620**

PLAYTEX PRODUCTS, INC.

(Exact name of registrant as specified in its charter)

300 Nyala Farms Road

Westport, Connecticut 06880

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$.01 Par Value

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-------------------------------------|----------------------|-------------------------------------|
| Rule 12g-4(a)(1)(i) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) | <input type="checkbox"/> | Rule 12h-3(b)(2)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| | | Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date:

Common Stock, \$.01 Par Value: 1

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Pursuant to the requirements of the Securities Exchange Act of 1934, Playtex Products, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: October 10, 2007

PLAYTEX PRODUCTS, INC.

By: /s/ Timothy L. Grosch
Name: Timothy L. Grosch
Title: Secretary