

HAAS ROBERT B
Form 4
December 22, 2005

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 *
HAAS ROBERT B

2. Issuer Name and Ticker or Trading Symbol
PLAYTEX PRODUCTS INC [PYX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HAAS WHEAT & PARTNERS LP, 300 CRESCENT COURT, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2005

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

(Street)
DALLAS, TX 75201

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

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 ("Common Stock")	12/21/2005		J ⁽¹⁾		7,547,793	D	(1) 432,175
Common Stock	12/21/2005		J ⁽²⁾		8,342,563	D	(2) 1,118,094
Common Stock							75,587
						I	By Family Trust ⁽³⁾

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

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(9-02)

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 Beneficially Owned (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

HAAS ROBERT B
C/O HAAS WHEAT & PARTNERS LP
300 CRESCENT COURT, SUITE 1700
DALLAS, TX 75201

X

Signatures

/s/ Robert B.
Haas

12/22/2005

**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) On December 21, 2005, HWH Capital Partners, L.P. ("HWH Capital Partners"), a limited partnership controlled by the Reporting Person, distributed 8,055,555 shares of the Issuer's common stock pro rata to its partners. In connection with that distribution, the partners of HWH Capital Partners received shares of the Issuer's common stock which were subsequently distributed pro rata to their partners or stockholders, including Mr. Haas and a family trust (see Footnote 3). In prior reports, the Reporting Person reported beneficial ownership of the 8,055,555 shares held by HWH Capital Partners. The Reporting Person received directly 432,175 shares of Issuer's common stock as a result of the distributions. No consideration was paid in connection with the distributions.

(2)

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On December 21, 2005, HWH Valentine Partners, L.P. ("HWH Valentine Partners"), a limited partnership controlled by the Reporting Person, distributed 9,028,482 shares of the Issuer's common stock pro rata to its partners. In connection with that distribution, the partners of HWH Valentine Partners received shares of the Issuer's common stock which were subsequently distributed pro rata to their partners or stockholders, including Mr. Haas. In prior reports, the Reporting Person reported beneficial ownership of the 9,028,482 shares held by HWH Valentine Partners. The Reporting Person received directly 685,919 shares of Issuer's common stock as a result of the distributions. No consideration was paid in connection with the distributions.

- (3) A trust for the benefit of the family of the Reporting Person received 75,587 shares of the Issuer's common stock in connection with the distributions described in Footnote 1.

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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