

PLAYTEX PRODUCTS INC

Form 4

August 20, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COOK JAMES S

(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)
08/17/2007

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) below)

Senior VP, Operations

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)
Common Stock	08/17/2007		J(1)	1,586 A \$ 18.3	106,528	D	
Common Stock	08/17/2007		J(1)	4,710 A \$ 9.5625	111,238	D	
Common Stock					3,333	I	Restricted Stock Award I
Common Stock					27,666	I	Restricted Stock Award II
					32,200	I	

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Common
Stock

Restricted
Stock
Award III

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

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SEC 1474
(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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.5625	08/17/2007		J ⁽¹⁾	8,704	09/22/1997 09/22/2007	Common Stock	15,000
Stock Option (Right to Buy)	\$ 9.5625	08/17/2007		J ⁽¹⁾	6,296	09/22/1997 09/22/2007	Common Stock	6,296
Stock Option (Right to Buy)	\$ 10.0625					01/05/1998 01/05/2008	Common Stock	20,000
Stock Option (Right to Buy)	\$ 14.375					06/03/1998 06/03/2008	Common Stock	15,000
Stock Option (Right to Buy)	\$ 15					12/17/1998 12/17/2008	Common Stock	20,000
Stock Option (Right to	\$ 15.5					05/17/1999 05/17/2009	Common Stock	15,000

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Buy)						
Stock Option (Right to Buy)	\$ 10.8125	05/22/2000	05/22/2010	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 10.75	08/15/2000	08/15/2010	Common Stock	20,000	
Stock Option (Right to Buy)	\$ 10.13	05/31/2001	05/13/2011	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 12.4	05/14/2002	05/14/2012	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 7.62	05/15/2003	05/15/2013	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 6.68	05/13/2004	05/13/2014	Common Stock	8,334	
Stock Option (Right to Buy)	\$ 8.5	05/13/2004	05/13/2014	Common Stock	8,333	
Stock Option (Right to Buy)	\$ 9.5	05/13/2004	05/13/2014	Common Stock	8,333	
Stock Option (Right to Buy)	\$ 10.59	06/14/2005	06/14/2015	Common Stock	13,300	
Stock Option (Right to Buy)	\$ 10.59	06/14/2005	06/14/2015	Common Stock	26,700	

Reporting Owners

Reporting Owner Name / Address	Relationships
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Reporting Owners

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Director 10% Owner Officer

Other

COOK JAMES S
300 NYALA FARMS ROAD
WESTPORT, CT 06880

Senior VP, Operations

Signatures

/s/ William Stammer, Attorney-in-Fact for James S.
Cook

08/20/2007

__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).
- (1) In conjunction with the acquisition the Company withheld 8,704 shares to satisfy tax-withholding requirements and the option cost, for a net distribution to his direct holdings of 6,296 shares.

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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