

COOK JAMES S  
Form 4  
October 03, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior VP, Operations

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 <sup>(1)</sup>		111,238	D	\$ 18.3	0	D
Common Stock	10/01/2007		D <sup>(2)</sup>		63,199	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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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.0625	10/01/2007		D <sup>(3)</sup>	20,000	01/05/1998	01/05/2008	Common Stock	20,000
Stock Option (Right to Buy)	\$ 14.375	10/01/2007		D <sup>(3)</sup>	15,000	06/03/1998	06/03/2008	Common Stock	15,000
Stock Option (Right to Buy)	\$ 15	10/01/2007		D <sup>(3)</sup>	20,000	12/17/1998	12/17/2008	Common Stock	20,000
Stock Option (Right to Buy)	\$ 15.5	10/01/2007		D <sup>(3)</sup>	15,000	05/17/1999	05/17/2009	Common Stock	15,000
Stock Option (Right to Buy)	\$ 10.8125	10/01/2007		D <sup>(3)</sup>	15,000	05/22/2000	05/22/2010	Common Stock	15,000
Stock Option (Right to Buy)	\$ 10.75	10/01/2007		D <sup>(3)</sup>	20,000	08/15/2000	08/15/2010	Common Stock	20,000
Stock Option (Right to Buy)	\$ 10.13	10/01/2007		D <sup>(3)</sup>	15,000	05/31/2001	05/13/2011	Common Stock	15,000
Stock Option (Right to Buy)	\$ 12.4	10/01/2007		D <sup>(3)</sup>	15,000	05/14/2002	05/14/2012	Common Stock	15,000
	\$ 7.62	10/01/2007		D <sup>(3)</sup>	15,000	05/15/2003	05/15/2013		15,000

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 6.68	10/01/2007	D <sup>(3)</sup>	8,334	05/13/2004	05/13/2014		Common Stock	8,334
Stock Option (Right to Buy)	\$ 8.5	10/01/2007	D <sup>(3)</sup>	8,333	05/13/2004	05/13/2014		Common Stock	8,333
Stock Option (Right to Buy)	\$ 9.5	10/01/2007	D <sup>(3)</sup>	8,333	05/13/2004	05/13/2014		Common Stock	8,333
Stock Option (Right to Buy)	\$ 10.59	10/01/2007	D <sup>(3)</sup>	13,300	06/14/2005	06/14/2015		Common Stock	13,300
Stock Option (Right to Buy)	\$ 10.59	10/01/2007	D <sup>(3)</sup>	26,700	06/14/2005	06/14/2015		Common Stock	26,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 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.

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- Under the terms of the Merger Agreement, each share of the Issuer's restricted stock held by the reporting person has been cancelled by
- (2) 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).

- Under the terms of the Merger Agreement, each option to acquire shares of the Issuer's common stock, whether vested or unvested, has
- (3) 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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