RUBIN GERALD J
Form 4
October 09, 2009

FORM 4

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

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUBIN GERALD J

(Last) (First) (Middle)

1 HELEN OF TROY PLAZA

(Street)

EL PASO, TX 79912

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HELEN OF TROY LTD [HELE]

3. Date of Earliest Transaction (Month/Day/Year)
10/08/2009

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, CEO & President

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 (par value $0.10 per share)	10/08/2009		M		250,000	A	$ 9.17	1,785,942	D (1)	
Common Stock (par value $0.10 per share)	10/08/2009		M		250,000	A	$ 12.53	2,035,942	D (2)	
Common Stock	10/08/2009		M		250,000	A	$ 10.745	2,285,942	D (3)	

(par value $0.10 per share)									
Common Stock (par value $0.10 per share)	10/08/2009		M	250,000	A	$ 12.63	2,535,942	D (4)	
Common Stock (par value $0.10 per share)	10/08/2009		F	675,590	D	$ 23.02	1,860,352	D (5)	
Common Stock (par value $0.10 per share)							276,980	I	By River Oaks Properties Limited Partnership

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 9.17	10/08/2009		M	V		250,000	05/31/2001	05/31/2011	Common Stock	250,0
Employee Stock Option (Right to Buy)	$ 12.53	10/08/2009		M	V		250,000	08/31/2001	08/31/2011	Common Stock	250,0

Employee Stock Option (Right to Buy)	$ 10.745	10/08/2009		M	V	250,000	11/30/2001	11/30/2011	Common Stock	250,0
Employee Stock Option (Right to Buy)	$ 12.63	10/08/2009		M	V	250,000	02/28/2002	02/28/2012	Common Stock	250,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUBIN GERALD J 1 HELEN OF TROY PLAZA EL PASO, TX 79912	X		Chairman, CEO & President	

Signatures

Vincent D. Carson as Attroney-In-Fact for Gerald J. Rubin	10/09/2009
**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) Owned with spouse, Stanlee N. Rubin.

(2) Owned with spouse, Stanlee N. Rubin.

(3) Owned with spouse, Stanlee N. Rubin.

(4) Owned with spouse, Stanlee N. Rubin.

(5) Owned with spouse, Stanlee N. Rubin

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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