

RUBIN GERALD J
Form 4
February 09, 2012

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 *
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)
02/07/2012

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)
Chairman, CEO & President

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 \$.10 per share) | 02/07/2012 | | X | | 4,000 | A | \$ 21.465 |
| | | | | | 4,000 | | |
| Common Stock (par value \$.10 per share) | 02/07/2012 | | X | | 4,000 | A | \$ 22.81 |
| | | | | | 8,000 | | |
| Common Stock (par value \$.10 per share) | 02/07/2012 | | X | | 4,000 | A | \$ 29.24 |
| | | | | | 12,000 | | |

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| | | | | | | | | |
|------------------------------------------|------------|---|--------|---|-----------|-----------|---|----------------------------------------------|
| Common Stock (par value \$.10 per share) | 02/07/2012 | X | 4,000 | A | \$ 33.345 | 16,000 | I | By wife |
| Common Stock (par value \$.10 per share) | 02/07/2012 | X | 4,000 | A | \$ 25.885 | 20,000 | I | By wife |
| Common Stock (par value \$.10 per share) | 02/07/2012 | X | 4,000 | A | \$ 28.165 | 24,000 | I | By wife |
| Common Stock (par value \$.10 per share) | 02/07/2012 | X | 4,000 | A | \$ 28.325 | 28,000 | I | By wife |
| Common Stock (par value \$.10 per share) | 02/07/2012 | X | 4,000 | A | \$ 23.125 | 32,000 | I | By wife |
| Common Stock (par value \$.10 per share) | 02/07/2012 | F | 25,168 | A | \$ 33.75 | 6,832 | I | By wife |
| Common Stock (par value \$.10 per share) | | | | | | 1,567,542 | D | |
| Common Stock (par value \$.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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(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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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| | Derivative Security | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------------------------|---------------------|------------|------------------------------------------------|---|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | | | | |
| Non-Employee Director Stock Option (Right to Buy) | \$ 21.465 | 02/07/2012 | X | | 09/01/2004 | 04/10/2012 | Common Stock | 4,000 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 22.81 | 02/07/2012 | X | | 12/01/2004 | 04/10/2012 | Common Stock | 4,000 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 29.24 | 02/07/2012 | X | | 03/01/2005 | 04/10/2012 | Common Stock | 4,000 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 33.345 | 02/07/2012 | X | | 06/01/2005 | 04/10/2012 | Common Stock | 4,000 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 25.885 | 02/07/2012 | X | | 09/01/2005 | 04/10/2012 | Common Stock | 4,000 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 28.165 | 02/07/2012 | X | | 12/01/2005 | 04/10/2012 | Common Stock | 4,000 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 28.325 | 02/07/2012 | X | | 03/01/2006 | 04/10/2012 | Common Stock | 4,000 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 23.125 | 02/07/2012 | X | | 06/01/2006 | 04/10/2012 | Common Stock | 4,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RUBIN GERALD J
1 HELEN OF TROY PLAZA X Chairman, CEO & President
EL PASO, TX 79912

Signatures

Vincent D. Carson as Attorney-In-Fact for Gerald J. 02/09/2012
Rubin

 **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).

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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