

HELEN OF TROY LTD
Form 4
May 02, 2014

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 *
Woody Darren G

(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)

04/30/2014

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.10 per share	04/30/2014		M		4,000 A \$ 25.885	15,042	D
Common Stock, par value \$0.10 per share	04/30/2014		M		4,000 A \$ 28.165	19,042	D
Common Stock, par value \$0.10 per share	04/30/2014		M		4,000 A \$ 28.325	23,042	D

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value
\$0.10 per
share

Common
Stock, par
value 04/30/2014
\$0.10 per
share

M 4,000 A \$ 28.125 27,042 D

Common
Stock, par
value 04/30/2014
\$0.10 per
share

S 16,000 D \$ 61.72 11,042 D

Common
Stock, par
value 05/02/2014
\$0.10 per
share

S 2,000 D \$ 64.606 9,042 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Employee Director Stock Options (Right to Buy)	\$ 25.885	04/30/2014		M	4,000	09/01/2005 09/01/2014	Common Stock 4,000
Non-Employee Director Stock Options (Right to Buy)	\$ 28.165	04/30/2014		M	4,000	12/01/2005 12/01/2014	Common Stock 8,000

Non-Employee Director Stock Options (Right to Buy)	\$ 28.325	04/30/2014	M	4,000	03/01/2006	03/01/2015	Common Stock	4,0
Non-Employee Director Stock Options (Right to Buy)	\$ 23.125	04/30/2014	M	4,000	06/01/2006	06/01/2015	Common Stock	4,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woody Darren G 1 HELEN OF TROY PLAZA EL PASO, TX 79912		X		

Signatures

Vincent D. Carson as Attorney-In-Fact for Darren
Woody

05/02/2014

__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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.