#### HELEN OF TROY LTD

Form 4

December 03, 2015

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

**OMB** Number:

3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**OMB APPROVAL** 

Section 16. Form 4 or

**SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Woody Darren G

2. Issuer Name and Ticker or Trading

HELEN OF TROY LTD [HELE]

5. Relationship of Reporting Person(s) to Issuer

Symbol

(First) (Last)

(Middle) 3. Date of Earliest Transaction (Check all applicable)

1 HELEN OF TROY PLAZA

(Street)

(State)

(Month/Day/Year)

12/01/2015

X\_ Director 10% Owner Officer (give title Other (specify below)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_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

EL PASO, TX 79912

(City)

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Amount (D) Price

Common

per share

Shares, par 12/01/2015 value \$0.10

A 170 (2) D

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

(Month/Day/Year)

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.

2,660

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: HELEN OF TROY LTD - Form 4

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securitie: Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	te	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common share tax-offset right	(2)	12/01/2015		A	0 (2)	12/01/2015	12/01/2015	Common share tax-offset right	0 (2)
Common share tax-offset right	(2)	12/01/2015		X	0	12/01/2015	12/01/2015	Common share tax-offset right	0 (2)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships			
• 0	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 12/03/2015

\*\*Signature of Reporting Person

### **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).

Date

- (1) Grant of restricted stock, which vested immediately and is accompanied by a tax-offset right.
- (2) The accompanying tax-offset right entitles the reporting person to receive, upon vesting of the restricted stock, a cash amount to pay certain tax liabilities incurred in connection with the event.

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.

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