

RUBIN GERALD J
Form 4
July 11, 2011

FORM 4

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

OMB APPROVAL

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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)
07/07/2011

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 Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock (par value \$0.10 per share) | 07/07/2011 | | M | | 250,000 | A | \$ 13.03 | 1,860,639 | D ⁽¹⁾ |
| Common Stock (par value \$0.10 per share) | 07/07/2011 | | M | | 250,000 | A | \$ 11.84 | 2,110,639 | D ⁽²⁾ |
| Common Stock | 07/07/2011 | | M | | 250,000 | A | \$ 10.08 | 2,360,639 | D ⁽³⁾ |

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(par value
\$0.10 per
share)

Common
Stock

| | | | | | | | |
|------------------------------|------------|---|---------|---|-----------|-----------|------------------|
| (par value \$0.10 per share) | 07/07/2011 | M | 250,000 | A | \$ 13.125 | 2,610,639 | D ⁽⁴⁾ |
|------------------------------|------------|---|---------|---|-----------|-----------|------------------|

Common
Stock

| | | | | | | | |
|------------------------------|------------|---|---------|---|-----------|-----------|------------------|
| (par value \$0.10 per share) | 07/07/2011 | M | 250,000 | A | \$ 14.935 | 2,860,639 | D ⁽⁵⁾ |
|------------------------------|------------|---|---------|---|-----------|-----------|------------------|

Common
Stock

| | | | | | | | |
|------------------------------|------------|---|---------|---|-----------|-----------|------------------|
| (par value \$0.10 per share) | 07/07/2011 | M | 250,000 | A | \$ 21.465 | 3,110,639 | D ⁽⁶⁾ |
|------------------------------|------------|---|---------|---|-----------|-----------|------------------|

Common
Stock

| | | | | | | | |
|------------------------------|------------|---|---------|---|----------|-----------|------------------|
| (par value \$0.10 per share) | 07/07/2011 | M | 125,000 | A | \$ 22.81 | 3,235,639 | D ⁽⁷⁾ |
|------------------------------|------------|---|---------|---|----------|-----------|------------------|

Common
Stock

| | | | | | | | |
|------------------------------|------------|---|-----------|---|------------|-----------|------------------|
| (par value \$0.10 per share) | 07/07/2011 | F | 1,016,227 | D | \$ 35.9339 | 2,219,412 | D ⁽⁸⁾ |
|------------------------------|------------|---|-----------|---|------------|-----------|------------------|

Common
Stock

| | | | | | | | |
|------------------------------|------------|---|--------|---|------------|-----------|------------------|
| (par value \$0.10 per share) | 07/08/2011 | S | 74,697 | D | \$ 35.4252 | 2,144,715 | D ⁽⁹⁾ |
|------------------------------|------------|---|--------|---|------------|-----------|------------------|

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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(9-02)

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

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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. 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 Number Shares |
| Employee Stock Option (Right to Buy) | \$ 13.03 | 07/07/2011 | | M | | 250,000 | | 05/31/2002 | 05/31/2012 | Common Stock | 250,000 |
| Employee Stock Option (Right to Buy) | \$ 11.84 | 07/07/2011 | | M | | 250,000 | | 08/31/2002 | 08/31/2012 | Common Stock | 250,000 |
| Employee Stock Option (Right to Buy) | \$ 10.08 | 07/07/2011 | | M | | 250,000 | | 11/30/2002 | 11/30/2012 | Common Stock | 250,000 |
| Employee Stock Option (Right to Buy) | \$ 13.125 | 07/07/2011 | | M | | 250,000 | | 02/28/2003 | 02/28/2013 | Common Stock | 250,000 |
| Employee Stock Option (Right to Buy) | \$ 14.935 | 07/07/2011 | | M | | 250,000 | | 05/31/2003 | 05/31/2013 | Common Stock | 250,000 |
| Employee Stock Option (Right to Buy) | \$ 21.465 | 07/07/2011 | | M | | 250,000 | | 08/31/2003 | 08/31/2013 | Common Stock | 250,000 |
| Employee Stock Option (Right to Buy) | \$ 22.81 | 07/07/2011 | | M | | 125,000 | | 11/30/2003 | 11/30/2013 | Common Stock | 125,000 |

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 Attorney-In-Fact for Gerald J. Rubin

07/11/2011

__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.
- (6) Owned with spouse, Stanlee N. Rubin.
- (7) Owned with spouse, Stanlee N. Rubin.
- (8) Owned with spouse, Stanlee N. Rubin.
- (9) 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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