

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

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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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