

HELEN OF TROY LTD

Form 4

May 17, 2017

**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 \*  
**CARSON VINCENT D**

(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)  
**05/10/2017**

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)

Chief Legal Officer

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

| 1. Title of<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock, par<br>value \$0.10<br>per share | 05/15/2017                              |                                                             | A                                    | 2,854<br>(1)                                                            | A \$ 0 10,247                                                                                                      | D                                                                    |                                         |
| Common<br>Stock, par<br>value \$0.10<br>per share | 05/15/2017                              |                                                             | F                                    | 1,198 D \$<br>95.55                                                     | 9,049                                                                                                              | D                                                                    |                                         |
| Common<br>Stock, par<br>value \$0.10<br>per share | 05/15/2017                              |                                                             | A                                    | 5,710<br>(1)                                                            | A \$ 0 14,759                                                                                                      | D                                                                    |                                         |

|                                                   |            |   |              |   |             |        |   |
|---------------------------------------------------|------------|---|--------------|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.10<br>per share | 05/15/2017 | F | 2,396        | D | \$<br>95.55 | 12,363 | D |
| Common<br>Stock, par<br>value \$0.10<br>per share | 05/15/2017 | A | 2,854<br>(1) | A | \$ 0        | 15,217 | D |
| Common<br>Stock, par<br>value \$0.10<br>per share | 05/15/2017 | F | 1,198        | D | \$<br>95.55 | 14,019 | 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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                     |       |
|----------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                | Director      | 10% Owner | Officer             | Other |
| CARSON VINCENT D<br>1 HELEN OF TROY PLAZA<br>EL PASO, TX 79912 |               |           | Chief Legal Officer |       |

## Signatures

Vincent D.  
Carson

05/17/2017

    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) Represents performance units that have vested and paid out in shares of common stock.

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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