

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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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)

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⁾
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Common
Stock

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

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

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

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

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