

RUBIN GERALD J
Form 4
May 18, 2009

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)

05/14/2009

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (par value \$.10 per share)	05/14/2009		M		250,000	A	\$ 15.7813
					1,821,942	D (1)	
Common Stock (par value \$.10 per share)	05/14/2009		M		250,000	A	\$ 14.4688
					2,071,942	D (2)	
Common Stock	05/14/2009		M		250,000	A	\$ 10.625
					2,321,942	D (3)	

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(par value
\$.10 per
share)

Common
Stock

(par value \$.10 per share)	05/14/2009	M	250,000	A	\$ 7.094	2,571,942	D ⁽⁴⁾
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Common
Stock

(par value \$.10 per share)	05/14/2009	F	762,519	D	\$ 19.1475	1,809,423	D ⁽⁵⁾
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Common
Stock

(par value \$.10 per share)	05/15/2009	S	35,037	D	\$ 18.9561	1,774,386	D ⁽⁶⁾
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Common
Stock

(par value \$.10 per share)	05/18/2009	S	64,963	D	\$ 19.2391	1,709,423	D ⁽⁷⁾
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Common
Stock

(par value \$.10 per share)						276,980	I	By River Oaks Properties, Limited Partnership
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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 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)	\$ 15.7813	05/14/2009	M	250,000	05/28/1999	05/28/2009	Common Stock	250,0
Employee Stock Option (Right to Buy)	\$ 14.4688	05/14/2009	M	250,000	08/31/1999	08/31/2009	Common Stock	250,0
Employee Stock Option (Right to Buy)	\$ 10.625	05/14/2009	M	250,000	11/30/1999	11/30/2009	Common Stock	250,0
Employee Stock Option (Right to Buy)	\$ 7.094	05/14/2009	M	250,000	02/29/2000	02/28/2010	Common Stock	250,0

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 05/18/2009

__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.

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- (8) The number reflects 500,000 options which expired on 01/29/2009 and 500,000 options which expired on 02/26/2009. No value was received in connection with the expiration of either of these grants.

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.