HELEN OF TROY LTD

Form 4

October 31, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average

0.5

OMB APPROVAL

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

RUBIN GERALD J

1. Name and Address of Reporting Person *

		H	ELEN OF TR	OY LTD	H] (ELE]	(Check all applicable)			
(Last) (First) (Middle) 1 HELEN OF TROY PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 10/29/2013				_X_ Director 10% Owner X Officer (give title Other (specify below) Chairman, CEO & President			
		(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
EL PASO,	TX 79912					Form filed by More than One Reporting Person				
(City)	(City) (State) (Zip) 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 any (Month/Day/Y	Code (Instr. 8)	4. Securit coor Dispos (Instr. 3, 4	ed of		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)	
Common Stock, par value \$0.10 per share	10/29/2013		S	20,927	D	\$ 47.1121	1,529,916	D		
Common Stock, par value \$0.10 per share	10/31/2013		S	6,500	D	\$ 47.0918	1,523,416	D		
Common Stock, par							6,832	I	By wife	

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value \$0.10 per

share

By River Common Stock, par Oaks 276,980 Ι **Properties** value \$0.10 per Limited share Partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	4. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	ate	Amou Under Securi	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Keiationsnips						
• 0	Director	10% Owner	Officer	Other			
RUBIN GERALD J 1 HELEN OF TROY PLAZA FL PASO TX 79912	X		Chairman, CEO & President				

Signatures

Vincent D. Carson as Attorney-In-Fact for Gerald J. 10/31/2013 Rubin

> **Signature of Reporting Person Date

2 Reporting Owners

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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. 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.