

HELEN OF TROY LTD
Form 4
May 04, 2016

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 *
OPPENHEIM RICHARD 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)
05/02/2016

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)
Controller

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	(A) or (D)	Price
Common Stock, par value \$0.10 per share	05/02/2016		M ⁽¹⁾		750	A	\$ 34.72
					831 ⁽³⁾	D	
Common Stock, par value \$0.10 per share	05/02/2016		S ⁽¹⁾		750	D	\$ 99.34
					81	D	
Common Stock, par value \$0.10 per share	05/02/2016		M ⁽¹⁾		427	A	\$ 64.19
					508	D	

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Common Stock, par value \$0.10 per share	05/02/2016	<u>S</u> ⁽¹⁾	427	D	\$ 99.34	81	D
Common Stock, par value \$0.10 per share	05/02/2016	<u>M</u> ⁽¹⁾	73	A	\$ 64.19	154	D
Common Stock, par value \$0.10 per share	05/02/2016	<u>S</u> ⁽¹⁾	73	D	\$ 99.34	81	D

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)	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)	8. P... Der... Sec... (Ins...)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 34.72	05/02/2016		M	750	<u>(2)</u>	05/01/2022	Common Stock	750
Employee Stock Option (Right to Buy)	\$ 64.19	05/02/2016		M	427	<u>(2)</u>	05/02/2024	Common Stock	473
Employee Stock Option	\$ 64.19	05/02/2016		M	73	<u>(2)</u>	05/02/2024	Common Stock	73

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OPPENHEIM RICHARD J 1 HELEN OF TROY PLAZA EL PASO, TX 79912			Controller	

Signatures

Vincent D. Carson as Attorney-In-Fact for Richard Oppenheim	05/04/2016
**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) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on October 2015.
- (2) The options vest over five years in increments of 10%, 15%, 20%, and 30%.
- (3) Total shares updated to reflect those issued through Employee Stock Purchase Plan.

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.