

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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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)
				(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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**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

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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.