

LIFETIME BRANDS, INC
 Form 5
 August 05, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Cohen Milton L
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 LIFETIME BRANDS, INC [LCUT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

133 EVERIT AVENUE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

HEWLETT BAY
 PARK, NY 11557
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (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 \$.01 per share	12/06/2001	Â	G	61,880 D \$ (1)	1,684,084	D	Â
Common Stock, par value \$.01 per share	07/10/2002	Â	G	145,000 D \$ (1)	1,539,084	D	Â
Common Stock, par	05/02/2003	Â	G	45,920 D \$ (1)	1,493,164	D	Â

value \$.01
per share

Common
Stock, par
value \$.01
per share

03/15/2004	Â	G	19,250	D	\$ ⁽¹⁾	1,473,914	D	Â
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Common
Stock, par
value \$.01
per share

09/15/2004	Â	G	200,000	D	\$ ⁽¹⁾	1,273,914	D	Â
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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option	\$ 6	04/06/2001	Â	A	40,000 Â	Â ⁽²⁾ 04/05/2006	Common Stock 40,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cohen Milton L
133 EVERIT AVENUE
HEWLETT BAY PARK, NY 11557

Â Â X Â Â

Cohen Norma
133 EVERIT AVENUE
HEWLETT BAY PARK, NY 11557

Â Â X Â Â

Signatures

/s/ Norma M. Cohen, Attorney-in-fact for Milton L. Cohen

07/06/2005

 **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) Gift.

(2) Exercisable to the extent of 10,000 shares on each of April 6, 2002, April 6, 2003, April 6, 2004 and April 6, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.