

Miller Laura
Form 4
November 28, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Miller Laura

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1312 HARBOR ROAD

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2005

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

(Street)

HEWLETT HARBOR, NY 11557

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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, 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 or Price				
Common Stock, par value \$.01 per share	11/23/2005		S		30,000 (1) (2)	D	\$ 20.24 74,727 (3)	I	. (3)
Common Stock, par value \$.01 per share	11/23/2005		S		195,000 (1) (2)	D	\$ 20.24 158,635 (4)	I	. (4)
Common Stock, par value \$.01 per share	11/23/2005		S		164,029 (1) (2)	D	\$ 20.24 422,909 (5)	I	. (5)

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Laura 1312 HARBOR ROAD HEWLETT HARBOR, NY 11557			X	

Signatures

/s/ Laura Miller 11/23/2005

__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) Pursuant to an Underwriting Agreement, dated November 17, 2005, and in connection with the registered public offering of shares of common stock, par value \$.01 per share (the "Common Stock") of Lifetime Brands, Inc. (the "Company"), by the Company and certain selling stockholders, including three irrevocable trusts for the benefit of the children of Laura Miller of which she is the sole trustee (the "Children's Trusts"), two irrevocable trusts for the benefit of Laura Miller of which she and her siblings (Jodie Glickman and Bruce Cohen) are the trustees (the "Laura Miller Trusts"), and two irrevocable trusts for the benefit of Jodie Glickman of which Jodie Glickman, Laura Miller and Bruce Cohen are the trustees (the "Jodie Glickman Trusts"), (continued in Footnote 2)
- (2) (continuation of Footnote 1) pursuant to a registration statement on Form S-3 (Registration Statement No. 333-129345) filed by the Company which was declared effective by the Securities and Exchange Commission on November 17, 2005, which offering was consummated on November 23, 2005, the Children's Trusts sold, in the aggregate, 30,000 shares of Common Stock, the Laura Miller Trusts sold, in the aggregate, 195,000 shares of Common Stock, and the Jodie Glickman Trusts sold, in the aggregate, 164,629 shares of

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Common Stock.

- (3) Represents shares held in the Children's Trusts.
- (4) Represents shares held in the Laura Miller Trusts.
- (5) Represents shares held in the Jodie Glickman Trusts and an irrevocable trust for the benefit of Bruce Cohen for which Laura Miller, Jodie Glickman and Bruce Cohen serve as the trustees.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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