

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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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 \*  
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 <sup>(1)</sup>                  |
| Common Stock (par value \$.10 per share) | 05/14/2009                           |  | M                              | 250,000   | A \$ 14.4688  | 2,071,942  | D <sup>(2)</sup>                  |
| Common Stock                             | 05/14/2009                           |  | M                              | 250,000   | A \$ 10.625   | 2,321,942  | D <sup>(3)</sup>                  |

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(par value  
\$.10 per  
share)

Common  
Stock

|                                   |            |   |         |   |          |           |                  |
|-----------------------------------|------------|---|---------|---|----------|-----------|------------------|
| (par value<br>\$.10 per<br>share) | 05/14/2009 | M | 250,000 | A | \$ 7.094 | 2,571,942 | D <sup>(4)</sup> |
|-----------------------------------|------------|---|---------|---|----------|-----------|------------------|

Common  
Stock

|                                   |            |   |         |   |               |           |                  |
|-----------------------------------|------------|---|---------|---|---------------|-----------|------------------|
| (par value<br>\$.10 per<br>share) | 05/14/2009 | F | 762,519 | D | \$<br>19.1475 | 1,809,423 | D <sup>(5)</sup> |
|-----------------------------------|------------|---|---------|---|---------------|-----------|------------------|

Common  
Stock

|                                   |            |   |        |   |               |           |                  |
|-----------------------------------|------------|---|--------|---|---------------|-----------|------------------|
| (par value<br>\$.10 per<br>share) | 05/15/2009 | S | 35,037 | D | \$<br>18.9561 | 1,774,386 | D <sup>(6)</sup> |
|-----------------------------------|------------|---|--------|---|---------------|-----------|------------------|

Common  
Stock

|                                   |            |   |        |   |               |           |                  |
|-----------------------------------|------------|---|--------|---|---------------|-----------|------------------|
| (par value<br>\$.10 per<br>share) | 05/18/2009 | S | 64,963 | D | \$<br>19.2391 | 1,709,423 | D <sup>(7)</sup> |
|-----------------------------------|------------|---|--------|---|---------------|-----------|------------------|

Common  
Stock

|                                   |  |  |  |  |  |         |   |   |
|-----------------------------------|--|--|--|--|--|---------|---|---|
| (par value<br>\$.10 per<br>share) |  |  |  |  |  | 276,980 | I | By River<br>Oaks<br>Properties,<br>Limited<br>Partnership |
|-----------------------------------|--|--|--|--|--|---------|---|---|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |       |                            |
|---|--|---|---|--------------------------------------|---|--|---|-------|----------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title | Amount<br>Number<br>Shares |

|  |            |            |   |         |            |            |                 |         |
|--|------------|------------|---|---------|------------|------------|-----------------|---------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 15.7813 | 05/14/2009 | M | 250,000 | 05/28/1999 | 05/28/2009 | Common<br>Stock | 250,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 14.4688 | 05/14/2009 | M | 250,000 | 08/31/1999 | 08/31/2009 | Common<br>Stock | 250,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 10.625  | 05/14/2009 | M | 250,000 | 11/30/1999 | 11/30/2009 | Common<br>Stock | 250,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.094   | 05/14/2009 | M | 250,000 | 02/29/2000 | 02/28/2010 | Common<br>Stock | 250,000 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| RUBIN GERALD J<br>1 HELEN OF TROY PLAZA<br>EL PASO, TX 79912 | X             |           | Chairman, CEO & President |       |

## Signatures

Vincent D. Carson as Attorney-In-Fact for Gerald J. Rubin 05/18/2009

\_\_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) Owned with spouse, Stanlee N. Rubin.
- (2) Owned with spouse, Stanlee N. Rubin.
- (3) Owned with spouse, Stanlee N. Rubin.
- (4) Owned with spouse, Stanlee N. Rubin.
- (5) Owned with spouse, Stanlee N. Rubin.
- (6) Owned with spouse, Stanlee N. Rubin.
- (7) Owned with spouse, Stanlee N. Rubin.

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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.