HELEN OF TROY LTD

Form 4

December 04, 2013

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Telles Adolpho R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle) (First)

HELEN OF TROY LTD [HELE]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 12/02/2013

Filed(Month/Day/Year)

X Director Officer (give title

10% Owner Other (specify

1 HELEN OF TROY PLAZA

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

EL PASO, TX 79912

(City) (State) (Zip) 2. Transaction Date 2A. Deemed Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4) Price

Common

per share

Shares, par 12/02/2013 value \$0.10

Amount (D)

438

A

11.804

\$0

(1)

(2)

Α

D

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

(Month/Day/Year)

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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)

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8. P Der Sec (Ins

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. Transacti Code (Instr. 8)	5. orNumber of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	;		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (E	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common share tax-offset right	<u>(2)</u>	12/02/2013		A	0 (2)	12/02/2013	12/02/2013	Common share tax-offset right	0 (2)
Common share tax-offset right	<u>(2)</u>	12/02/2013		X	C	12/02/2013	12/02/2013	Common share tax-offset right	0 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Telles Adolpho R 1 HELEN OF TROY PLAZA EL PASO, TX 79912	X					

Signatures

Vincent D. Carson as Attorney-In-Fact for Adolpho R.
Telles

**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) Grant of restricted stock, which vested immediately and is accompanied by a tax-offset right.
- (2) The accompanying tax-offset right entitled the reporting person to receive, upon vesting of the restricted stock, a cash amount to pay certain tax liabilities incurred in connection with the event.

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.

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