

HELEN OF TROY LTD

Form 4

May 04, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OPPENHEIM RICHARD 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)

05/02/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.10 per share	05/02/2016		M ⁽¹⁾	750 A	\$ 34.72 831 ⁽³⁾	D	
Common Stock, par value \$0.10 per share	05/02/2016		S ⁽¹⁾	750 D	\$ 99.34 81	D	
Common Stock, par value \$0.10 per share	05/02/2016		M ⁽¹⁾	427 A	\$ 64.19 508	D	

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Common Stock, par value \$0.10 per share	05/02/2016	<u>S</u> ⁽¹⁾	427	D	\$ 99.34	81	D
Common Stock, par value \$0.10 per share	05/02/2016	<u>M</u> ⁽¹⁾	73	A	\$ 64.19	154	D
Common Stock, par value \$0.10 per share	05/02/2016	<u>S</u> ⁽¹⁾	73	D	\$ 99.34	81	D

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)		8. P Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 34.72	05/02/2016		M		750		<u>(2)</u>	05/01/2022	Common Stock	750
Employee Stock Option (Right to Buy)	\$ 64.19	05/02/2016		M		427		<u>(2)</u>	05/02/2024	Common Stock	473
Employee Stock Option	\$ 64.19	05/02/2016		M		73		<u>(2)</u>	05/02/2024	Common Stock	73

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OPPENHEIM RICHARD J 1 HELEN OF TROY PLAZA EL PASO, TX 79912	Controller

Signatures

Vincent D. Carson as Attorney-In-Fact for Richard Oppenheim

05/04/2016

__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) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on October 2015.
- (2) The options vest over five years in increments of 10%, 15%, 20%, and 30%.
- (3) Total shares updated to reflect those issued through Employee Stock Purchase Plan.

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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