

CARSON VINCENT D

Form 4

May 03, 2018

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 *
CARSON VINCENT D

(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)

05/01/2018

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 below) ____ Other (specify below)

Chief Legal Officer

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|--------------------------------------|---|--|--|--|
| Common Stock, par value \$0.10 per share | 05/01/2018 | | S | 10,879 (1) | D \$ 87.1 0 | D | |
| Common Stock, par value \$0.10 per share | 05/01/2018 | | M | 306 | A \$ 32.9 306 | D | |
| Common Stock, par value \$0.10 per share | 05/01/2018 | | M | 4,455 | A \$ 36.03 4,761 | D | |

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| | | | | | | | |
|---|------------|---|--------|---|-------------|--------|---|
| Common Stock, par value \$0.10 per share | 05/01/2018 | M | 4,500 | A | \$ 64.19 | 9,261 | D |
| Common Stock, par value \$0.10 per share | 05/01/2018 | M | 2,753 | A | \$ 34.72 | 12,014 | D |
| Common Stock, par value \$0.10 per share | 05/01/2018 | S | 12,014 | D | \$ 90 | 0 | D |

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. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Employee Stock Option (Right to Buy) | \$ 32.9 | 05/01/2018 | | M | 306 | (2) 05/17/2021 | Common Stock | 306 |
| Employee Stock Option (Right to Buy) | \$ 36.03 | 05/01/2018 | | M | 4,455 | (2) 05/06/2023 | Common Stock | 4,455 |
| Employee Stock Option (Right to | \$ 64.19 | 05/01/2018 | | M | 4,500 | (2) 05/02/2024 | Common Stock | 4,500 |

Buy)

Employee

Stock

| | | | | | | | | |
|--------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option | \$ 34.72 | 05/01/2018 | M | 2,753 | <u>(2)</u> | 05/01/2022 | Common Stock | 2,753 |
|--------|----------|------------|---|-------|------------|------------|-----------------|-------|

(Right to

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARSON VINCENT D 1 HELEN OF TROY PLAZA EL PASO, TX 79912 | | | Chief Legal Officer | |

Signatures

| | |
|----------------------|------------|
| Vincent D. Carson | 05/03/2018 |
|----------------------|------------|

__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) Total updated to reflect discrepancy in previous report.
- (2) The options vest over five year in increments of 10%, 15%, 20%, 25% and 30%.

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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