

HELEN OF TROY LTD  
Form 3  
May 01, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Grass Brian		(Month/Day/Year)	HELEN OF TROY LTD [HELE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/01/2014		
1 HELEN OF TROY			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
EL PASO,Â TXÂ 79912			(give title below)	(specify below)
(City)	(State)	(Zip)	Chief Financial Officer	Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.10 per share	334	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	05/06/2014	05/06/2023	Common Stock	5,574	\$ 36.03	D	Â
Employee Stock Option (Right to Buy)	05/01/2013	05/01/2022	Common Stock	4,494	\$ 34.72	D	Â
Employee Stock Option (Right to Buy)	05/17/2012	05/17/2021	Common Stock	3,750	\$ 32.9	D	Â
Employee Stock Option (Right to Buy)	05/15/2010	05/15/2019	Common Stock	1,200	\$ 18.8	D	Â
Employee Stock Option (Right to Buy)	08/19/2009	08/19/2018	Common Stock	1,200	\$ 22.46	D	Â
Employee Stock Option (Right to Buy)	05/06/2014	05/05/2023	Common Stock	1,926	\$ 36.03	D	Â
Employee Stock Option (Right to Buy)	05/01/2013	05/01/2022	Common Stock	506	\$ 34.72	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grass Brian 1 HELEN OF TROY EL PASO, TX 79912	Â	Â	Â Chief Financial Officer	Â

## Signatures

Vincent D. Carson as Attorney-In-Fact for Brian  
Grass 05/01/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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