

LIFETIME BRANDS, INC  
 Form 4  
 November 21, 2014

**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 \*  
**WESTERFIELD WILLIAM U**

(Last) (First) (Middle)

**C/O LIFETIME BRANDS,  
 INC., 1000 STEWART AVENUE**

(Street)

**GARDEN CITY, NY 11530**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**LIFETIME BRANDS, INC [lcut]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**06/12/2009**

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)

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)
			Code	V Amount (A) or (D) Price			
Common stock	06/12/2009		G(1)	1,433 D \$ 0	3,073 (2)	D	
Common stock	06/12/2009		G(1)	1,433 A \$ 0	12,457 (2)	I	Trust for benefit of spouse
Common stock	06/17/2010		G(1)	3,597 D \$ 0	3,073 (2)	D	
Common stock	06/17/2010		G(1)	3,597 A \$ 0	12,457 (2)	I	Trust for benefit of spouse
	06/16/2011		G(1)	6,667 D \$ 0	3,073 (2)	D	

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Common stock									
Common stock	06/16/2011		G <sup>(1)</sup>	6,667	A	\$ 0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse
Common stock	06/13/2012		G <sup>(1)</sup>	2,004	D	\$ 0	3,073 <sup>(2)</sup>	D	
Common stock	06/13/2012		G <sup>(1)</sup>	2,004	A	\$ 0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse
Common stock	06/20/2012		G <sup>(1)</sup>	2,780	D	\$ 0	3,073 <sup>(2)</sup>	D	
Common stock	06/20/2012		G <sup>(1)</sup>	2,780	A	\$ 0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse
Common stock	08/22/2012		G <sup>(1)</sup>	1,500	D	\$ 0	3,073 <sup>(2)</sup>	D	
Common stock	08/22/2012		G <sup>(1)</sup>	1,500	A	\$ 0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse
Common stock	06/13/2013		G <sup>(1)</sup>	3,899	D	\$ 0	3,073 <sup>(2)</sup>	D	
Common stock	06/13/2013		G <sup>(1)</sup>	3,899	A	\$ 0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
							Title		
						Code	V	(A)	(D)

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESTERFIELD WILLIAM U C/O LIFETIME BRANDS, INC. 1000 STEWART AVENUE GARDEN CITY, NY 11530	X			

## Signatures

/s/ William U.  
Westerfield

11/21/2014

\*\*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 transaction reported involved a gift from the reporting person to a trust for the benefit of the reporting person's spouse.
  - (2) The amount of securities beneficially owned is shown as of the date of filing of this report on Form 4.

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.