

LIFETIME BRANDS, INC
 Form 4
 December 10, 2013

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 *
PHILLIPS CRAIG

(Last) (First) (Middle)
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)
12/06/2013

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)
SVP - Distribution

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/06/2013		S		100 D \$ 14	720,203	D
Common Stock	12/06/2013		S		200 D \$ 14.03	720,003	D
Common Stock	12/06/2013		S		200 D \$ 14.04	719,803	D
Common Stock	12/06/2013		S		100 D \$ 14.05	719,703	D
Common Stock	12/06/2013		S		100 D \$ 14.07	719,603	D

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Common Stock	12/06/2013	S	300	D	\$ 14.08	719,303	D
Common Stock	12/06/2013	S	100	D	\$ 14.11	719,203	D
Common Stock	12/06/2013	S	300	D	\$ 14.12	718,903	D
Common Stock	12/06/2013	S	200	D	\$ 14.13	718,703	D
Common Stock	12/06/2013	S	400	D	\$ 14.14	718,303	D
Common Stock	12/06/2013	S	200	D	\$ 14.16	718,103	D
Common Stock	12/06/2013	S	200	D	\$ 14.18	717,903	D
Common Stock	12/06/2013	S	400	D	\$ 14.19	717,503	D
Common Stock	12/06/2013	S	400	D	\$ 14.2	717,103	D
Common Stock	12/06/2013	S	618	D	\$ 14.21	716,485	D
Common Stock	12/06/2013	S	233	D	\$ 14.22	716,252	D
Common Stock	12/06/2013	S	400	D	\$ 14.2244	715,852	D
Common Stock	12/06/2013	S	67	D	\$ 14.23	715,785	D
Common Stock	12/06/2013	S	500	D	\$ 14.2385	715,285	D
Common Stock	12/06/2013	S	625	D	\$ 14.24	714,660	D
Common Stock	12/06/2013	S	225	D	\$ 14.25	714,435	D
Common Stock	12/06/2013	S	54	D	\$ 14.26	714,381	D
Common Stock	12/06/2013	S	196	D	\$ 14.27	714,185	D
Common Stock	12/06/2013	S	300	D	\$ 14.2768	713,885	D
Common Stock	12/06/2013	S	100	D	\$ 14.2772	713,785	D
	12/06/2013	S	200	D	\$ 14.28	713,585	D

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Common Stock								
Common Stock	12/06/2013		S	379	D	\$ 14.32	713,206	D
Common Stock	12/06/2013		S	100	D	\$ 14.34	713,106	D
Common Stock	12/06/2013		S	38	D	\$ 14.35	716,068	D
Common Stock							28,278	I Trust ⁽¹⁾

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

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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 Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS CRAIG LIFETIME BRANDS INC. 1000 STEWART AVENUE GARDEN CITY, NY 11530	X		SVP - Distribution	

Signatures

/s/ Craig Phillips

12/10/2013

**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) Shares are held in an irrevocable trust of which Craig Phillips is the sole beneficiary.

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.