## Edgar Filing: COHEN BRUCE - Form 4

Form 4											
FORM 4	UNITED	STATES					GE CO	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instructio 1(b).	STATEN Filed pur Section 17(	Washington, D.C. 20549 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							Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type Resp	onses)										
COLIEN DDUCE			Symbol	bol				5. Relationship of Reporting Person(s) to Issuer			
(Lest)	(First) (I				NDS, INC	C [LC	UT]	(Check all applicable)			
(Mon				ate of Earliest Transaction hth/Day/Year)				Director Officer (give title below) Other (specify below)			
			nth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
BROOKVILLE	2, NY 11545						Ī	Form filed by Mo Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative S	ecuriti	ies Acqu	ired, Disposed of,	or Beneficiall	y Owned	
	Fransaction Date onth/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	4. Securitie omr Disposed (Instr. 3, 4) Amount	d of (D		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 11/ Stock 11/	/23/2005			S	359,029 (1)	D	\$ 20.24 (1)	318,394 <u>(2)</u>	I	· <u>(2)</u>	

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Addr</b>	ess	Relationships						
	Director	10% Owner	Officer	Other				
COHEN BRUCE								
1 EVANS DRIVE		Х						
BROOKVILLE, NY 11545								
Signatures								
/s/ Bruce Cohen	11/23/2005							
**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).

Pursuant to an Underwriting Agreement, dated November 17, 2005, and in connection with the registered public offering of shares of common stock, par value \$.01 per share (the "Common Stock") of Lifetime Brands, Inc. (the "Company"), by the Company and certain selling stockholders, including four irrevocable trusts for the benefit of Bruce Cohen's siblings (Jodie Glickman and Laura Miller) of

- (1) which Bruce Cohen, Jodie Glickman and Laura Miller are the trustees (the "Trusts") pursuant to a registration statement on Form S-3 (Registration Statement No. 333-129345) filed by the Company which was declared effective by the Securities and Exchange Commission on November 17, 2005, which offering was consummated on November 23, 2005, the Trusts sold, in the aggregate, 359,029 shares of Common Stock.
- (2) Represents shares held in the Trusts.

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.