SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant X

Filed by a party other than the Registrant

Check the appropriate box:
Preliminary proxy statement

Confidential For Use of the Commission Only, (as permitted, by Rule 14a-6(e)(2))

X Definitive proxy statement

Definitive additional materials

Soliciting material pursuant to Rule 14a-11(c)or Rule 14a-12

LIFETIME HOAN CORPORATION
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):
X No fee required.

Fee computed on table below per Exchange Act Rules 14a-6 (i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:1

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11 (a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement no.:

(3) Filing Party:

(4) Date Filed:

LIFETIME HOAN CORPORATION
One Merrick Avenue
Westbury, New York 11590

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be held on June 9, 1999

Notice is hereby given that the Annual Meeting of Stockholders of Lifetime Hoan Corporation, a Delaware corporation (the "Company"), will be held at the offices of the Company, One Merrick Avenue, Westbury, New York 11590 on Wednesday June 9, 1999, at 10:30 a.m., local time, for the following purposes:

(1) To elect a board of six directors to serve until the next Annual Meeting of Stockholders or until their successors are duly elected and qualified;

(2) To approve and ratify the appointment of Ernst & Young LLP as the independent auditors of the Company; and

(3) To transact such other business as may properly come before the meeting, or any adjournment(s) or postponement(s) thereof.

Stockholders of record at the close of business on April 15, 1999 are entitled to notice of and to vote at the Annual Meeting and any adjournment(s) or postponement(s) thereof. A complete list of the stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder at the Company's offices, One Merrick Avenue, Westbury, New York 11590, for any purpose germane to such meeting, during ordinary business hours, for a period of at least 10 days prior to the Annual Meeting.

By Order of the Board of Directors

Craig Phillips, Secretary

Westbury, New York
April 28, 1999

THE BOARD OF DIRECTORS EXTENDS A CORDIAL INVITATION TO ALL STOCKHOLDERS TO ATTEND THE MEETING. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN AS PROMPTLY AS POSSIBLE THE ENCLOSED PROXY IN THE ACCOMPANYING REPLY ENVELOPE. STOCKHOLDERS WHO ATTEND THE MEETING MAY REVOKE THEIR PROXIES AND VOTE IN PERSON.

LIFETIME HOAN CORPORATION
One Merrick Avenue
Westbury, New York 11590

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

To be held on June 9, 1999

INTRODUCTION

The accompanying proxy is solicited by the Board of Directors (the "Board") of Lifetime Hoan Corporation, a Delaware corporation (the "Company"), for use at the Annual Meeting of Stockholders of the Company (the "Meeting") to be held on the date, at the time and place and for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. The Company's principal offices are located at One Merrick Avenue, Westbury, New York 11590 and its telephone number is (516) 683-6000. Stockholders of record at the close of business on April 15, 1999 are entitled to notice of and to vote at the Meeting. This Proxy Statement and the accompanying Proxy shall be mailed to stockholders on or about May 10, 1999.

THE MEETING

Voting at the Meeting

On April 15, 1999, there were 12,598,264 shares of the Company's common stock, $.01 par value (the "Common Stock"), issued and outstanding. Each share of Common Stock entitles the holder thereof to one vote on all matters submitted to a vote of stockholders at the Meeting.

A majority of the Company's outstanding shares of Common Stock represented at the Meeting, in person or by proxy, shall constitute a quorum. Assuming a quorum is present, (1) the affirmative vote of a plurality of the shares so represented is necessary for the election of directors; and (2) the affirmative vote of a majority of the shares so represented is necessary to approve and ratify the appointment of Ernst & Young LLP as the independent auditors of the Company.

Proxies and Proxy Solicitation

All shares of Common Stock represented by properly executed proxies will be voted at the Meeting in accordance with the directions marked on the proxies, unless such proxies have previously been revoked. If no directions are indicated on such proxies, they will be voted for the election of each nominee named below under "Election of Directors" and for the approval and ratification of the appointment of Ernst & Young LLP as the independent auditors of the Company. If any other matters are properly presented at the Meeting for action, the proxy holders will vote the proxies (which confer discretionary authority upon such holders to vote on such matters) in accordance with their best judgment. Each proxy executed and returned by a stockholder may be revoked at any time before it is voted by timely submission of a written notice of revocation or by submission of a duly executed proxy bearing a later date (in either case directed to the Secretary of the Company), or, if a stockholder is present at the Meeting, he may elect to revoke his proxy and vote his shares personally. Abstentions and broker non-votes are counted for purposes of determining the presence or absence of a quorum for the transaction of business. If a stockholder, present in person or by proxy, abstains on any matter, such stockholder's shares of Common Stock will not be voted on such matter. Thus, an abstention from voting on any matter has the same legal effect as a vote "against" the matter, even though the stockholder may interpret such action differently. Except for determining the presence or absence of a quorum for the transaction of business, broker non-votes are not counted for any purpose in determining whether a matter has been approved.

The Company will bear the cost of preparing, printing, assembling and mailing the proxy, Proxy Statement and other material which may be sent to stockholders in connection with this solicitation. It is contemplated that brokerage houses will forward the proxy materials to beneficial holders at the request of the Company. In addition to the solicitation of proxies by the use of the mails, officers and regular employees of the Company may solicit proxies by telephone without additional compensation. The Company will reimburse such persons for their reasonable out-of-pocket expenses in accordance with the regulations of the Securities and Exchange Commission.

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information as of April 15, 1999, regarding the beneficial ownership of Common Stock by each stockholder known by the Company to be the beneficial owner of 5% or more of the Common Stock, each director, each executive officer named under "Executive Compensation" and all directors and executive officers as a group. Unless otherwise noted, the persons named in the table have sole voting and investment power with respect to all shares shown as beneficially owned by them.

Name and Address	Amount and Nature of Beneficial Ownership	Percent of Outstanding Shares Beneficially Owned (12)
Milton L. Cohen (1)	1,902,385(2)	15.0%
Jeffrey Siegel (1)	1,450,605(3)	11.4%
Ronald Shiftan c/o The Port Authority of NY & NJ One World Trade Center, 67 West New York, NY 10048	957,076(4)	7.5%
Pamela Staley 1200 S. Gaylord Denver, CO 80210	962,423(5)	7.6%
Craig Phillips (1)	929,867(6)	7.4%
Howard Bernstein (1)	-0-	-
Robert McNally (1)	30,000(7)	*
Bruce Cohen (1)	11,968(8)	*

Royce & Associates, Inc. 1414 Avenue of the Americas New York, NY 10019	1,127,190(9)	8.9%
Neuberger Berman, LLC. 605 Third Avenue New York, NY 10158	986,600(10)	7.8%
All Directors and Executive Officers as a Group (6 persons)	5,281,901(11)	40.8%

* Less than 1%

(1) The address of such individuals is c/o the Company, One Merrick Avenue, Westbury, NY 11590.

(2) Includes 53,185 shares issuable upon the exercise of options which are exercisable within 60 days. Does not include 938,572 shares owned by nineteen separate irrevocable trusts for the benefit of Mr. Milton L. Cohen's children, their spouses and his grandchildren. Mr. Cohen, who is not a trustee of such trusts, disclaims beneficial ownership of said shares.

(3) Includes 80,864 shares issuable upon the exercise of options which are exercisable within 60 days. Excludes 962,423 shares owned by ten separate irrevocable trusts for the benefit of Mr. Siegel's children, nieces and nephews as to which Mr. Siegel, who is not a trustee of such trusts, disclaims beneficial ownership.

(4) Includes (i) 180,186 shares issuable upon the exercise of options which are exercisable within 60 days; (ii) 143,256 shares held by certain of the trusts referred to in footnote (2) above, over which Mr. Shiftan has sole voting control and sole power to dispose of said shares; and (iii) 633,634 shares held by certain of the trusts referred to in footnote (2) above, over which Mr. Shiftan has shared voting control and under certain circumstances, the sole power to dispose of said shares. Mr. Shiftan disclaims beneficial ownership of the shares held by the trusts.

(5) Includes 962,423 shares for which Ms. Staley is the sole trustee of the trusts referred to in footnote (3) above over which she has sole voting control and sole power to dispose of said shares. Ms. Staley disclaims beneficial ownership of the shares held by the trusts.

(6) Includes 28,278 shares held under a trust of which Mr. Phillips is a beneficiary and 3,175 shares issuable upon the exercise of options which are exercisable within 60 days. Excludes 9,525 shares issuable upon the exercise of options which are not exercisable within 60 days.

(7) Includes 30,000 shares issuable upon the exercise of options which are exercisable within 60 days, but excludes 120,000 shares issuable upon the exercise of options which are not exercisable within 60 days.

(8) Includes 11,968 shares issuable upon the exercise of options which are exercisable within 60 days. Does not include 3,300 shares issuable upon the exercise of options which are not exercisable within 60 days. Does not include 208,589 shares held in trusts referred to in footnote (2).

(9) The information available to the Company regarding the ownership of the Company's Common Stock by Royce & Associates, Inc. was as of December 31, 1998 as set forth in Schedule 13G filed with the Securities and Exchange Commission on February 9, 1999. Excludes 74,691 shares owned by an affiliated company.

(10) The information available to the Company regarding the ownership of the Company's Common Stock by Neuberger Berman LLC was as of December 31, 1998 as set forth in Schedule 13G filed with the Securities and Exchange Commission on February 10, 1999. Excludes 67,000 shares owned by principal(s) of Neuberger Berman LLC.

(11) Includes 359,378 shares issuable upon the exercise of options which are exercisable within 60 days. Does not include 132,825 shares issuable upon the exercise of options which are not exercisable within 60 days.

(12) Calculated on the basis of 12,598,264 shares of Common Stock outstanding, except that shares underlying options exercisable within 60 days are deemed to be outstanding for purposes of calculating the beneficial ownership of securities owned by the holders of such options.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

A board of six directors is to be elected at the Meeting to hold office until the next Annual Meeting of Stockholders, or until their successors are duly elected and qualified. The following nominees have been recommended by the Board of Directors. It is the intention of the persons named in the enclosed proxy to vote the shares covered thereby for the election of the six persons named below, unless the proxy contains contrary instructions:

Name	Age	Position	Director or Executive Officer of the Company or its Predecessor Since	
Milton L. Cohen	70	Chairman of the Board, President, Chief Executive Officer and a Director	1958	
Jeffrey Siegel	56	Executive Vice President and a Director	1967	
Craig Phillips	49	Vice-President - Manufacturing, Secretary and a Director	1973	
Bruce Cohen	41	Vice President - National Sales Manager and a Director. Mr. Bruce Cohen has held this position with the Company since 1991.	1998	
Ronald Shiftan	54	Director. Mr. Shiftan has served as Deputy Executive Director of The Port Authority of New York & New Jersey since September 1998. Prior to becoming Deputy Executive Director of the Port Authority of New York & New Jersey, he had, since 1996, been Chairman of Patriot Group, LLC, a financial advisory firm. Prior thereto, Mr. Shiftan held executive management positions in venture capital, investment banking and financial advisory firms.	1991	
Howard Bernstein	78	Director. Mr. Bernstein has been a member of the firm of Certified Public Accountants, Cole, Samsel & Bernstein LLC (and its predecessors) for approximately forty-eight years.	1992	1992

Milton L. Cohen is the father of Bruce Cohen.

Jeffrey Siegel and Craig Phillips are cousins.

The Company has no reason to believe that any of the nominees will not be a candidate or will be unable to serve. However, should any of the foregoing nominees become unavailable for any reason, the persons named in the enclosed proxy intend to vote for such other persons as the present Board may nominate.

The Board recommends that stockholders vote FOR the election of the nominated directors, and signed proxies which are returned will be so voted unless otherwise instructed on the proxy card.

INFORMATION CONCERNING THE BOARD OF DIRECTORS OF LIFETIME HOAN

The directors and officers of the Company are elected annually by the stockholders and Board of Directors of the Company, respectively. They will serve until the next annual meeting of the stockholders and Board of Directors of the Company, respectively, and until their successors have been elected and qualified or until their earlier resignation or removal.

Directors who are not employees of the Company receive an annual fee of $5,000 plus $1,000 for each meeting of the Board attended. Directors who are employees of the Company do not receive compensation for such services. The officers and directors of the Company have entered into indemnification agreements with the Company.

The Board has established an Audit Committee, the members of which are Messrs. Ronald Shiftan (Chairman) and Howard Bernstein.

The Audit Committee meets with the Company's independent auditors during the course of their audit to review audit procedures and receive recommendations and reports from the auditors. In addition, the Audit Committee monitors all corporate activities to assure conformity with good practice and government regulations. The Audit Committee held two meetings during the year ended December 31, 1998.

The Board has established a Compensation Committee, the members of which are Messrs. Milton L. Cohen (Chairman) and Jeffrey Siegel. The Compensation Committee reviews and establishes the general employment and compensation practices and policies of the Company and approves procedures for the administration thereof, including such matters as the total salary and fringe benefit programs. The Compensation Committee held two meetings during the year ended December 31, 1998.

The Board has established a Stock Option Committee, the members of which are Messrs. Milton L. Cohen (Chairman) and Jeffrey Siegel. The Stock Option Committee is responsible for administering the Company's 1991 Stock Option Plan. The Board also established the 1996 Incentive Stock Option Plan Committee, the members of which are Messrs. Ronald Shiftan (Chairman) and Howard Bernstein. The 1996 Incentive Stock Option Plan Committee is responsible for administering the 1996 Incentive Stock Option Plan. The Stock Option Committees held three meetings during the year ended December 31, 1998.

The Board does not have a standing nominating committee; rather, the Board as a whole performs the functions which would otherwise be delegated to such committee.

The Board of Directors held six meetings during the fiscal year ended December 31, 1998.

Each director attended every Board Meeting and every meeting of the committee(s) on which he served.

CERTAIN TRANSACTIONS

On April 6, 1984, the Company, pursuant to its 1984 Stock Option Plan, which has since been terminated, issued options to Messrs. Milton L. Cohen, Jeffrey Siegel and Craig Phillips, officers and directors of the Company. On December 17, 1985, such individuals exercised their options and the following table reflects the numbers of shares issued (the "Option Shares"), the aggregate purchase price, average price per share and method of payment.

Name	Number of Shares of Common Stock Issued	Average Purchase Price	Price per Share	Cash	Notes
Milton L. Cohen	1,713,204	$469,120	$0.27	$46,912	$422,208
Jeffrey Siegel	1,390,860	382,720	0.27	38,272	344,448
Craig Phillips	519,334	149,120	0.27	14,912	134,208
Total	3,623,398	$1,000,960		$100,096	$900,864

The promissory notes issued by Messrs. Milton L. Cohen, Jeffrey Siegel, and Craig Phillips all bear interest at the rate of 9% per annum, are secured by such individuals' respective Option Shares and were originally due and payable on December 17, 1995. In December 1995, the Board of Directors determined to extend the due dates of the notes to December 31, 2000. The interest has been paid each year when due.

In August 1998, Mr. Shiftan was paid $200,000 and received a fully vested option to purchase 100,000 shares of Common Stock at $10.63 per share as a financial advisory fee in connection with the Company's acquisition of Roshco, Inc.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth certain information concerning the compensation of the Company's Chief Executive Officer and each of its other most highly compensated executive officers whose annual compensation exceeded $100,000 for the fiscal year ended December 31, 1998 (the "named executive officers") for services during the fiscal years ended December 31, 1998, 1997 and 1996:

Name and Principal Position	Year	Annual Compensation Salary	Annual Compensation Bonus	Long-Term Compensation Securities Underlying Options	All Other Compensation
Milton L. Cohen					
Chairman,	1998	$726,921	$833,901(4)	--	$5,882(1)
President and	1997	$699,998	$626,310(5)	9,185	$5,875(1)
Chief Executive Officer	1996	$785,730	$629,619(6)	44,000	$5,788(1)
Jeffrey Siegel					
Executive Vice	1998	$415,395	$833,901(4)	--	--
President	1997	$400,010	$626,310(5)	9,185	--
	1996	$481,237	$629,619(6)	44,000	--
Craig Phillips					
Vice President	1998	$200,962	--	--	--
Distribution	1997	$168,270	--	5,000	--
And Secretary	1996	$154,852	--	7,700	--
Robert McNally (3)					
Vice President	1998	$196,269	$20,000(7)	--	--
Finance and	1997	$31,985	--	150,000	--
Treasurer	1996	--	--	--	--
Bruce Cohen	1998	$191,077	$90,000(7)	--	$56,050 (2)
Vice President					

(1) Represents the current dollar value of premiums paid for split dollar life insurance by the Company on behalf of Mr. Milton L. Cohen.

(2) Represents compensation from the exercise of nonqualified stock options.

(3) Mr. McNally joined the Company in October 1997.

(4) Includes $320,901 accrued in 1998 and paid in 1999 for each of Messrs. Milton L. Cohen and Jeffrey Siegel.

(5) Includes $132,310 accrued in 1997 and paid in 1998 for each of Messrs. Milton L. Cohen and Jeffrey Siegel.

(6) Includes $265,619 accrued in 1996 and paid in 1997 for each of Messrs. Milton L. Cohen and Jeffrey Siegel.

(7) Such amounts were accrued in 1998 and paid in 1999.

Option/SAR Grants in Last Fiscal Year

No stock options were granted to any of the named executive officers during the year ended December 31, 1998.

Aggregated Option/SAR Exercises in the Last Fiscal Year and Fiscal Year-End Option/SAR Values

The following table sets forth certain information with respect to each exercise of stock options during the fiscal year ended December 31, 1998 by each of the named executive officers and the number and value of unexercised options held by each of the named executive officers as of December 31, 1998:

Name	Shares Acquired on Exercise	Value Realized	Number of Securities Underlying Unexercised Options/SARs at December 31, 1998 Exercisable	Unexercisable	Value of Unexercised In-The-Money Options/SARS at December 31,1998(1) Exercisable	Unexercisable
Milton L. Cohen	--	--	53,185	--	$0	--
Jeffrey Siegel	--	--	80,864	--	$117,359	--
Robert McNally	--	--	30,000	120,000	$16,800	$67,200

Craig Phillips	--	--	3,175	9,525	$4,617	$13,851
Bruce Cohen	10,000	$56,050	11,968	3,300	$51,351	$8,184

(1) Calculated based on the difference between the closing sale price of the Common Stock, as reported on the Nasdaq National Market on December 31, 1998 ($9.75), and the exercise price of the options multiplied by the number of shares of Common Stock underlying the options.

BOARD COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION2

It is the responsibility of the Compensation Committee (the "Committee") to advise the Board relative to the salaries, stock options and bonuses granted to the named executive officers.

Milton L. Cohen and Jeffrey Siegel entered into new employment agreements with the Company in April 1996 and such agreements were amended June 1997. The agreements replaced those entered into in 1984, which had been amended in 1991.

Craig Phillips entered into a new employment agreement with the Company in April 1997. This agreement replaced an agreement entered into in April 1996.

The Committee determined that the new compensation packages should include a significant portion of performance-based compensation. Accordingly, the base salaries of these executives were reduced and the Company adopted the 1996 Incentive Bonus Compensation Plan. According to such plan, the President and the Executive Vice President of the Company will be entitled to bonuses based on a percentage of the Company's annual net income. The Committee believes that net income is one indication of the performance of the President and Executive Vice President. See "1996 Incentive Bonus Compensation Plan". The Company also adopted the Lifetime Hoan Corporation 1996 Incentive Stock Option Plan which authorizes the issuance of options to officers of the Company and its subsidiary.

In evaluating the merit of the base salaries pursuant to the new employment agreements, the Committee took into consideration that these individuals were responsible for the development and implementation of the strategies which have enabled the Company to compete effectively in its market. Moreover, the Committee evaluated the operating responsibility of each individual, his experience in the housewares industry, his expertise in overseas purchasing and the amount of time spent abroad. The Committee also examined the impact each individual had on the profitability and future growth of the Company.

The Board intends to provide other key executives with compensation packages sufficient to attract and retain other such key executives. Such compensation packages will provide for salaries at levels which are commensurate with the responsibility of the individual, and his or her prior experience. Such salaries should be comparable to other companies of comparable size and nature. Salary reviews are done annually. Bonuses and stock options may be awarded in accordance with performance, results and competitive compensation packages.

The Board has ratified the Compensation Committee's evaluation of the 1998 compensation and performances of Mr. Milton L. Cohen (Chief Executive Officer), Mr. Jeffrey Siegel (Executive Vice President), Mr. Craig Phillips (Vice President-Distribution), Mr. Robert McNally (Vice President-Finance) and Mr. Bruce Cohen (Vice President-National Sales), in light of the criteria outlined above. The Committee and the Board believe that the Company's outstanding performance in a challenging retail environment underscores the contributions of these individuals and that their hands-on leadership is an essential element of this success.

Compensation Committee
of the Board of Directors
Milton L. Cohen
Jeffrey Siegel

Compensation Committee Interlocks and Insider Participation

Milton L. Cohen and Jeffrey Siegel, who are members of the Compensation Committee, are executive officers of the Company. Mr. Milton L. Cohen and Mr. Jeffrey Siegel issued promissory notes to the Company in payment for shares of Common Stock purchased upon exercise of certain stock options in 1985, the due dates of which were extended in 1995. The terms of such promissory notes are described in "Certain Transactions" above.

PERFORMANCE GRAPH

The following graph reflects a comparison of the cumulative total return on the Common Stock with the Nasdaq Market Value Index and the Housewares Index - Media General Industry Group. The comparisons in this table are required by the Securities and Exchange Commission and, therefore, are not intended to forecast or be inductive of possible future performance of the Company's Common Stock.

LIFETIME HOAN CORPORATION

Cumulative Total Stockholders Return for the Period December 31, 1993
through December 31, 1998. 3

Period	Lifetime Hoan	Nasdaq Market Index	Media General Index
12/31/93	100.00	100.00	100.00
12/31/94	104.44	104.99	105.33
12/31/95	90.45	136.18	128.23
12/31/96	114.90	169.23	159.06
12/31/97	106.95	207.00	211.90
12/31/98	108.11	291.96	192.72

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

Effective April 7, 1996, the Company entered into new employment agreements with Messrs. Milton L. Cohen and Jeffrey Siegel providing for annual salaries of $700,000 and $400,000, respectively, and for the payment to them of bonuses pursuant to the Company's 1996 Incentive Bonus Compensation Plan. The employment agreements will continue in force until April 6, 2000, and thereafter for additional periods of one year unless terminated by either the Company or the executive. The agreements contain, among other things, standard fringe benefit arrangements, such as disability benefits, insurance and an accountable expense allowance. The employment agreements also provide that if the Company is merged or otherwise consolidated with any other organization or substantially all of the assets of the Company are sold or control of the Company has changed (the transfer of 50% or more of the outstanding stock of the Company) which is followed by: (i) the termination of their respective employment agreements, other than for cause; (ii) the diminution of their duties or change in executive position; (iii) the diminution of their compensation (other than a general reduction to all employees); or (iv) the relocation of their principal place of employment to other than the New York Metropolitan Area, the Company is obligated to pay to such person or his estate the base salary required pursuant to the employment agreement for the balance of the term. The employment agreements also contain restrictive covenants preventing each executive from competing with the Company for a period of five years from the earlier of the termination of such person's employment (other than a termination by the Company without cause) or the expiration of the employment agreement.

Effective April 7, 1997, Mr. Phillips and the Company entered into an agreement providing for Mr. Phillip's employment by the Company as its Vice-President-Manufacturing at a current annual salary of $200,000. The agreement which expires April 2000, contains, among other things, standard fringe benefit arrangements, such as disability benefits, insurance and an accountable expense allowance.

1996 Incentive Bonus Compensation Plan

The Company has adopted a 1996 Incentive Bonus Compensation Plan (the "Bonus Plan"). The Bonus Plan provides for the award of a bonus, with respect to each of the ten fiscal years of the Company beginning with the 1996 fiscal year, to the President and the Executive Vice President of the Company providing they are then in the employ of the Company. The bonus payable to each executive (an "Executive") is an amount equal to 3.5% of net income of the Company for the year, before any provision for (i) compensation payable to either of the Executives, including incentive bonus compensation payable under the Bonus Plan for the year, or (ii) stock options exercised during such year under the Company's 1996 Incentive Stock Option Plan, (iii) extraordinary items, all as determined and calculated by the Company's independent auditors using the same principles, methods and conventions which shall then be used in the preparation of the Company's audited financial statements, or (iv) any charges for taxes.

The Compensation Committee may authorize the advance to the Executive of an amount equal to 80% of the incentive bonus compensation that was payable to the Executive (after any applicable withholding) with respect to the immediately prior fiscal year. In the event the Executive's incentive bonus compensation, as finally determined with respect to the fiscal year, is less than the amount advanced to the Executive, the excess shall be promptly refunded to the Company by the Executive or shall be credited to the incentive bonus compensation due to the Executive for the following fiscal year, as determined by the Bonus Plan Committee.

Limitation on Directors' Liability

The Company's Restated Certificate of Incorporation contains provisions which eliminate the personal liability of its directors for monetary damages resulting from breaches of their fiduciary duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, violations under Section 174 of the Delaware General Corporation Law or for any transaction from which the director derived an improper personal benefit.

The Company has entered into indemnification agreements with its officers and directors which provide that the Company will indemnify the indemnitee against expenses, including reasonable attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any civil or criminal action or administrative proceeding arising out of the performance of his duties as an officer, director, employee or agent of the Company. Such indemnification is available if the acts of the indemnitee were in good faith, if the indemnitee acted in a manner he reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal proceeding, the indemnitee had no reasonable cause to believe his conduct was unlawful.

Section 16(a) Beneficial Ownership Reporting Compliance

Based solely upon the Company's review of the copies of such reports furnished to the Company, the Company believes that required filings under Section 16(a) of the Securities Exchange Act of 1934, applicable to the Company's executive officers and greater than 10% beneficial owners were timely filed during the fiscal year ended December 31, 1998, except that a Form 3 reporting Bruce Cohen's election as an executive officer in June 1998 was filed in March 1999 and a Form 5 reporting Ronald Shiftan's grant of options in June 1998 was filed in April 1999.

PROPOSAL NO. 2

APPROVAL AND RATIFICATION OF APPOINTMENT OF AUDITORS

Subject to stockholder approval and ratification, the Board has reappointed the firm of Ernst & Young LLP as the independent auditors to audit the Company's financial statements for the fiscal year ended December 31, 1999. Ernst & Young LLP has audited the Company's financial statements since 1984. If the stockholders do not approve and ratify this appointment, other independent auditors will be considered by the Board.

Representatives of Ernst & Young LLP are expected to be present at the annual meeting and will have the opportunity to make a statement if they desire and to respond to appropriate questions.

The Board recommends that stockholders vote FOR the approval and ratification of the appointment of Ernst & Young, LLP.

STOCKHOLDER PROPOSALS

A stockholder proposal intended to be presented at the Company's 2000 Annual Meeting of Stockholders must be received by the Company at its principal executive offices on or before January 6, 2000, to be included in the Company's proxy statement and proxy relating to that meeting.

OTHER MATTERS

The Management of the Company does not know of any matters other than those stated in this Proxy Statement which are to be presented for action at the Meeting. If any other matters should properly come before the Meeting, it is intended that proxies in the accompanying form will be voted on any such other matters in accordance with the judgement of the persons voting such proxies. Discretionary authority to vote on such matters is conferred by such proxies upon the persons voting them.

The Financial Statements for the Company are included in the Annual Report of the Company for the fiscal year ended December 31, 1998 which accompanies this Proxy Statement.

Upon the written request of any person who on the record date was a record owner of Common Stock of the Company, or who represents in good faith that he or she was on such date a beneficial owner of such Common Stock, the Company will send to such person, without charge, a copy of its Annual Report on Form 10-K for the fiscal year ended December 31, 1998, including financial statements and schedules, as filed with the Securities and Exchange Commission. Requests for this report should be directed to Robert McNally, Vice President, Treasurer and CFO, Lifetime Hoan Corporation, One Merrick Avenue, Westbury, New York 11590.

By Order of the Board of Directors,

Craig Phillips, Secretary

Dated: April 28, 1999

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1 Set forth the amount on which the filing fee is calculated and state how it was determined.

2 The material in this report is not soliciting material, is not deemed filed with the Securities and Exchange Commission and is not incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, whether or not made before or after the date of this Proxy Statement and irrespective of any general incorporation language in such filing.

3 Assumes $100 invested on December 31, 1993 and assumes dividends reinvested. Measurement points are at the last trading day of the fiscal years ended December 1998, 1997, 1996, 1995, and 1994. The material in this chart is not soliciting material, is not deemed filed with the Securities and Exchange Commission and is not incorporated by reference in any filing of the Company under the Securities Act of 1993, as amended, or the Securities Exchange Act of 1934, as amended whether or not made before or after the date of this Proxy Statement and irrespective of any general incorporation language in such filing. A list of the companies included in the housewares index will be furnished by the Company to any stockholder upon written request to the Vice President, Finance and Treasurer.