

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Cohen Milton L</u>  (Last) (First) (Middle) 133 EVERIT AVENUE  (Street) HEWLETT BAY PARK NY 11557  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIFETIME BRANDS, INC [ LCUT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 at end of issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	12/06/2001		G	61,880	D	(1)	1,684,084	D	
Common Stock, par value \$.01 per share	07/10/2002		G	145,000	D	(1)	1,539,084	D	
Common Stock, par value \$.01 per share	05/02/2003		G	45,920	D	(1)	1,493,164	D	
Common Stock, par value \$.01 per share	03/15/2004		G	19,250	D	(1)	1,473,914	D	
Common Stock, par value \$.01 per share	09/15/2004		G	200,000	D	(1)	1,273,914	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						
Option	\$6	04/06/2001		A	40,000		(2)	04/05/2006	Common Stock	40,000	\$6	40,000	D	

1. Name and Address of Reporting Person\*  
Cohen Milton L  
 (Last) (First) (Middle)  
 133 EVERIT AVENUE  
 (Street)  
 HEWLETT BAY PARK NY 11557  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Cohen Norma  
 (Last) (First) (Middle)  
 133 EVERIT AVENUE

(Street)  
HEWLETT BAY  
PARK NY 11557

(City) (State) (Zip)

**Explanation of Responses:**

1. Gift.
2. Exercisable to the extent of 10,000 shares on each of April 6, 2002, April 6, 2003, April 6, 2004 and April 6, 2005.

**Remarks:**

/s/ Norma M. Cohen, Attorney-  
in-fact for Milton L. Cohen 07/06/2005

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

Form 5 Joint Filer Information

Name: Norma M. Cohen

Address: 133 Everit Avenue  
Hewlett Bay Park, NY 11557

Designated Filer: Milton L. Cohen

Issuer & Ticker Symbol: Lifetime Brands, Inc. (LCUT)

Date of Event  
Requiring Statement: December 31, 2004

Signature: /s/ Norma M. Cohen