

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b>PHILLIPS CRAIG</b>  (Last) (First) (Middle) <b>C/O LIFETIME BRANDS INC.</b> <b>1000 STEWART AVENUE</b>  (Street) <b>GARDEN CITY NY 11530</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>LIFETIME BRANDS, INC [ LCUT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior VP - Distribution</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/18/2013</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/18/2013		M		10,000	A	\$7.72	768,171	D	
Common Stock	03/18/2013		S		3,700	D	\$11.5	764,471	D	
Common Stock	03/18/2013		S		100	D	\$11.52	764,371	D	
Common Stock	03/18/2013		S		680	D	\$11.55	763,691	D	
Common Stock	03/18/2013		S		51	D	\$11.56	763,640	D	
Common Stock	03/18/2013		S		100	D	\$11.57	763,540	D	
Common Stock	03/18/2013		S		600	D	\$11.6	762,940	D	
Common Stock	03/18/2013		S		1,000	D	\$11.61	761,940	D	
Common Stock	03/18/2013		S		2,600	D	\$11.65	759,340	D	
Common Stock	03/18/2013		S		100	D	\$11.66	759,240	D	
Common Stock	03/18/2013		S		100	D	\$11.695	759,140	D	
Common Stock	03/18/2013		S		769	D	\$11.7	758,371	D	
Common Stock	03/18/2013		S		200	D	\$11.74	758,171	D	
Common Stock	03/19/2013		M		12,998	A	\$7.72	771,169	D	
Common Stock	03/19/2013		S		1,875	D	\$11.35	769,294	D	
Common Stock	03/19/2013		S		2,300	D	\$11.36	766,994	D	
Common Stock	03/19/2013		S		2,142	D	\$11.37	764,852	D	
Common Stock	03/19/2013		S		100	D	\$11.38	764,752	D	
Common Stock	03/19/2013		S		4,496	D	\$11.4	760,256	D	
Common Stock	03/19/2013		S		200	D	\$11.41	760,056	D	
Common Stock	03/19/2013		S		1,050	D	\$11.45	759,006	D	
Common Stock	03/19/2013		S		635	D	\$11.5	758,371	D	
Common Stock	03/19/2013		S		50	D	\$11.61	758,321	D	
Common Stock	03/19/2013		S		50	D	\$11.62	758,271	D	
Common Stock	03/19/2013		S		100	D	\$11.64	758,171	D	
Common Stock								28,278	I	See Footnote <sup>(1)</sup>

**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. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Title of Derivative Security (Instr. 3 and 4)	7. Date Exercisable and Expiration Date (Month/Day/Year)	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)				
Employee Stock Option	\$7.72	03/18/2013		M		10,000	(2)	07/01/2013	Common Stock	10,000	(3)	15,000	D	
Employee Stock Option	\$7.72	03/19/2013		M		12,998	(2)	07/01/2013	Common Stock	12,998	(3)	2,002	D	

**Explanation of Responses:**

- Shares are held in an irrevocable trust of which Craig Phillips is the sole beneficiary.
- This option was granted on July 1, 2003 and vested 25% a year in four equal annual installments commencing on the first anniversary of the date of grant.
- Field intentionally left blank in accordance with the instructions to Form 4.

/s/ Craig Phillips

03/20/2013

\*\* 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.

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