

## 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

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Estimated average burden

hours per response: 0.5

1. Name and Address of Reporting Person* <u>WESTERFIELD WILLIAM U</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2009</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O LIFETIME BRANDS, INC. 1000 STEWART AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>GARDEN CITY NY 11530</u>								
(City) (State) (Zip)								

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	06/12/2009		G <sup>(1)</sup>		1,433	D	\$0	3,073 <sup>(2)</sup>	D	
Common stock	06/12/2009		G <sup>(1)</sup>		1,433	A	\$0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse
Common stock	06/17/2010		G <sup>(1)</sup>		3,597	D	\$0	3,073 <sup>(2)</sup>	D	
Common stock	06/17/2010		G <sup>(1)</sup>		3,597	A	\$0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse
Common stock	06/16/2011		G <sup>(1)</sup>		6,667	D	\$0	3,073 <sup>(2)</sup>	D	
Common stock	06/16/2011		G <sup>(1)</sup>		6,667	A	\$0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse
Common stock	06/13/2012		G <sup>(1)</sup>		2,004	D	\$0	3,073 <sup>(2)</sup>	D	
Common stock	06/13/2012		G <sup>(1)</sup>		2,004	A	\$0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse
Common stock	06/20/2012		G <sup>(1)</sup>		2,780	D	\$0	3,073 <sup>(2)</sup>	D	
Common stock	06/20/2012		G <sup>(1)</sup>		2,780	A	\$0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse
Common stock	08/22/2012		G <sup>(1)</sup>		1,500	D	\$0	3,073 <sup>(2)</sup>	D	
Common stock	08/22/2012		G <sup>(1)</sup>		1,500	A	\$0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse
Common stock	06/13/2013		G <sup>(1)</sup>		3,899	D	\$0	3,073 <sup>(2)</sup>	D	
Common stock	06/13/2013		G <sup>(1)</sup>		3,899	A	\$0	12,457 <sup>(2)</sup>	I	Trust for benefit of spouse

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. Disposed of (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)
				Code	V		Date Exercisable	Expiration Date					
<b>Explanation of Responses:</b> 1. The transaction reported involved a gift from the reporting person to a trust for the benefit of the reporting person's spouse. 2. The amount of securities beneficially owned is shown as of the date of filing of this report on Form 4.													Amount or Number of
													of
													/s/ William U. Westerfield
													11/21/2014

\*\* 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.