

**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* <u>SIEGEL DANIEL</u>  (Last) (First) (Middle) <u>C/O LIFETIME BRANDS, INC.</u> <u>1000 STEWART AVENUE</u>  (Street) <u>GARDEN CITY NY</u> <u>11530</u>  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2012</u>	
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	05/23/2012		M		3,059	A	\$2.19	244,922	D	
Common Stock	05/23/2012		S		3,059	D	\$11.3117	241,863	D	
Common Stock	05/24/2012		M		1,589	A	\$2.19	243,452	D	
Common Stock	05/24/2012		S		1,589	D	\$11.3	241,863	D	
Common Stock	05/25/2012		M		1,560	A	\$2.19	243,423	D	
Common Stock	05/25/2012		S		1,560	D	\$11.3	241,863	D	
Common Stock	05/29/2012		M		792	A	\$2.19	242,655	D	
Common Stock	05/29/2012		M		1,587	A	\$4.6	244,242	D	
Common Stock	05/29/2012		S		2,379	D	\$11.3486	241,863	D	
Common Stock	05/30/2012		M		193	A	\$2.19	242,056	D	
Common Stock	05/30/2012		S		193	D	\$11.3	241,863	D	
Common Stock								6,000	I	Trustee <sup>(1)</sup>

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option	\$2.19	05/23/2012		M		3,059	(2)	04/03/2019	Common Stock	3,059	(3)	23,191	D	
Employee Stock Option	\$2.19	05/24/2012		M		1,589	(2)	04/03/2019	Common Stock	1,589	(3)	21,602	D	
Employee Stock Option	\$2.19	05/25/2012		M		1,560	(2)	04/03/2019	Common Stock	1,560	(3)	20,042	D	
Employee Stock Option	\$2.19	05/29/2012		M		792	(2)	04/03/2019	Common Stock	792	(3)	19,250	D	
Employee Stock Option	\$4.6	05/29/2012		M		1,587	(4)	11/10/2018	Common Stock	1,587	(3)	2,163	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$4.6	05/30/2012		M			193	(4)	11/10/2018	Common Stock	193	(3)	1,970	D	

**Explanation of Responses:**

1. Reporting person is trustee for a trust for the benefit of Katherine and Juliana Wells
2. The options vested in four equal annual installments beginning April 3, 2010.
3. Field intentionally left blank in accordance with the instructions to Form 4.
4. The options vested in four equal installments beginning November 10, 2009.

/s/ Daniel Siegel

06/04/2012

\*\* 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.**