

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* PHILLIPS CRAIG (Last) (First) (Middle) C/O LIFETIME BRANDS INC. 1000 STEWART AVENUE (Street) GARDEN CITY NY 11530 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol LIFETIME BRANDS, INC [LCUT]	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)	
	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2015		
	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 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 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	03/18/2015		M		5,000	A	\$4.6	661,326	D	
Common Stock	03/18/2015		S		5,000	D	\$14.495	656,326	D	
Common Stock	03/18/2015		M		3,750	A	\$10.79	660,076	D	
Common Stock	03/18/2015		S		3,750	D	\$14.495	656,326	D	
Common Stock	03/18/2015		M		3,750	A	\$11.64	660,076	D	
Common Stock	03/18/2015		S		3,750	D	\$14.495	656,326	D	
Common Stock	03/18/2015		M		2,000	A	\$12.79	658,326	D	
Common Stock	03/18/2015		S		2,000	D	\$14.495	656,326	D	
Common Stock	03/18/2015		M		5,220	A	\$13.27	661,546	D	
Common Stock	03/18/2015		S		5,220	D	\$14.495	656,326	D	
Common Stock	03/19/2015		M		2,280	A	\$13.27	658,606	D	
Common Stock	03/19/2015		S		2,280	D	\$14.508	656,326	D	
Common Stock								28,278	I	Trust ⁽¹⁾

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
Employee Stock Option (Right to buy)	\$4.6	03/18/2015		M			5,000	(2)	11/09/2018	Common Stock	5,000	\$0	0	D	
Employee Stock Option (Right to buy)	\$10.79	03/18/2015		M			3,750	(3)	06/15/2021	Common Stock	3,750	\$0	0	D	
Employee Stock Option (Right to buy)	\$11.64	03/18/2015		M			3,750	(4)	04/30/2022	Common Stock	3,750	\$0	0	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
Employee Stock Option (Right to buy)	\$12.79	03/18/2015		M			2,000	(5)	05/06/2023	Common Stock	2,000	\$0	0	D	
Employee Stock Option (Right to buy)	\$13.27	03/18/2015		M			5,220	(6)	05/06/2020	Common Stock	5,220	\$0	2,280	D	
Employee Stock Option (Right to buy)	\$13.27	03/19/2015		M			2,280	(6)	05/06/2020	Common Stock	2,280	\$0	0	D	

Explanation of Responses:

- Shares are held in an irrevocable trust of which Craig Phillips is a beneficiary. Prior Forms 4 inadvertently identified the reporting person as the sole beneficiary of such trust.
- The options vested and became exercisable in four equal installments on each of November 10, 2009, 2010, 2011 and 2012.
- The options vested and became exercisable in three equal installments on each of June 16, 2012, 2013, and 2014. The remainder of the unvested options included within such award terminated upon Craig Phillips' resignation as an employee.
- The options vested and became exercisable in two equal installments on each of May 1, 2013 and 2014. The remainder of the unvested options included within such award terminated upon Craig Phillips' resignation as an employee.
- The options vested and became exercisable in one installment on May 7, 2014. The remainder of the unvested options included within such award terminated upon Craig Phillips' resignation as an employee.
- The options are part of a grant of 7,500 options, which vested and became exercisable in four equal installments on each of May 7, 2011, 2012, 2013 and 2014.

/s/ Craig Phillips

03/20/2015

** 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.