

LIFETIME BRANDS, INC
 Form 5
 August 05, 2005

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
COHEN BRUCE
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
LIFETIME BRANDS, INC [LCUT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

1 EVANS DRIVE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

BROOKVILLE, NY 11545
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$.01 per share	05/02/2003	Â	G	13,120 A \$ <u>(1)</u>	144,716 <u>(2)</u>	I	. <u>(2)</u>
Common Stock, par value \$.01 per share	05/02/2003	Â	G	3,280 A \$ <u>(1)</u>	260,263 <u>(3)</u>	I	. <u>(3)</u>
Common Stock, par	05/02/2003	Â	G	6,560 A \$ <u>(1)</u>	671,649 <u>(4)</u>	I	. <u>(4)</u>

value \$.01
per share

Common
Stock, par
value \$.01
per share

03/15/2004 Â G 5,500 A \$ (1) 150,216 (2) I . (2)

Common
Stock, par
value \$.01
per share

03/15/2004 Â G 1,375 A \$ (1) 261,638 (3) I . (3)

Common
Stock, par
value \$.01
per share

03/15/2004 Â G 2,750 A \$ (1) 674,399 (4) I . (4)

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

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 control number.

SEC 2270
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 6)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN BRUCE 1 EVANS DRIVE BROOKVILLE, NY 11545	Â	Â X	Â	Â

Signatures

/s/ Bruce Cohen

07/06/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) Gift.

(2) Represents shares held in four irrevocable trusts for the benefit of Bruce Cohen's spouse and children. Bruce Cohen is the sole trustee of each of the trusts.

(3) Represents shares held in an irrevocable trust for the benefit of Bruce Cohen. Bruce Cohen shares investment control with his siblings, who are the trustees of the trust.

(4) Represents shares held in four irrevocable trusts for the benefit of Bruce Cohen's siblings. Bruce Cohen is a trustee of each of the trusts.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.