

TUPPERWARE BRANDS CORP
Form 4
February 09, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
POTESHMAN MICHAEL S

2. Issuer Name and Ticker or Trading Symbol
TUPPERWARE BRANDS CORP [TUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

TUPPERWARE BRANDS CORP, PO BOX 2353

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ORLANDO, FL 32802-2353

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/07/2011		M		11,711	A	\$ 16.23 35,408 D
Common Stock	02/07/2011		S ⁽¹⁾		8,210	D	\$ 54.49 27,198 D
Common Stock	02/07/2011		S ⁽¹⁾		2,000	D	\$ 54.5 25,198 D
Common Stock	02/07/2011		S ⁽¹⁾		900	D	\$ 54.52 24,298 D
Common Stock	02/07/2011		S ⁽¹⁾		1	D	\$ 54.53 24,297 D

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Common Stock	02/07/2011	S ⁽¹⁾	100	D	\$ 54.54	24,197	D	
Common Stock	02/07/2011	S ⁽¹⁾	100	D	\$ 54.55	24,097	D	
Common Stock	02/07/2011	S ⁽¹⁾	400	D	\$ 54.56	23,697	D	
Common Stock	02/08/2011	M	1,289	A	\$ 16.23	24,986	D	
Common Stock	02/08/2011	S ⁽¹⁾	804	D	\$ 54.49	24,182	D	
Common Stock	02/08/2011	S ⁽¹⁾	485	D	\$ 54.5	23,697	D	
Common Stock						1,470	I	401(k) Plan

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 16.23	02/07/2011		M		11/06/2003	11/05/2012	Common Stock	11,711
Stock Option	\$ 16.23	02/08/2011		M		11/06/2003	11/05/2012	Common Stock	1,289

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Executive Vice President & CFO	

POTESHMAN MICHAEL S
TUPPERWARE BRANDS CORP
PO BOX 2353
ORLANDO, FL 32802-2353

Signatures

/s/ Susan R. Coumes,
Attorney-in-Fact

02/09/2011

__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) Shares sold pursuant to cashless exercise of stock option.

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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