

TUPPERWARE BRANDS CORP

Form 4

February 09, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

**TUPPERWARE BRANDS
CORP, PO BOX 2353**

(Street)

ORLANDO, FL 32802-2353

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 16.23	02/07/2011		M	11,711	11/06/2003 11/05/2012	Common Stock 11,711
Stock Option	\$ 16.23	02/08/2011		M	1,289	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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