

GOINGS E V  
Form 4  
February 07, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOINGS E V

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)  
02/03/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

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		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 Ownership (Instr. 4)
			Code	V	Amount	(D)			
Common Stock	02/03/2011		G	V	18,790	D	\$ 0	431,515	D
Common Stock	02/03/2011		M		90,000	A	\$ 20.65	521,515	D
Common Stock	02/03/2011		S <sup>(1)</sup>		10,000	D	\$ 52.7924 (2)	511,515	D
Common Stock	02/03/2011		S <sup>(1)</sup>		10,000	D	\$ 52.9077 (3)	501,515	D

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Common Stock	02/03/2011	S <sup>(1)</sup>	15,000	D	\$ 52.9939 (4)	486,515	D	
Common Stock	02/03/2011	S <sup>(1)</sup>	20,000	D	\$ 53.0384 (5)	466,515	D	
Common Stock	02/03/2011	S <sup>(1)</sup>	10,000	D	\$ 53.0942 (6)	456,515	D	
Common Stock	02/03/2011	S <sup>(1)</sup>	15,000	D	\$ 53.2003 (7)	441,515	D	
Common Stock	02/03/2011	S <sup>(1)</sup>	10,000	D	\$ 53.3507 (8)	431,515	D	
Common Stock	02/04/2011	M	40,100	A	\$ 20.65	471,615	D	
Common Stock	02/04/2011	S <sup>(1)</sup>	10,000	D	\$ 53.055 (9)	461,615	D	
Common Stock	02/04/2011	S <sup>(1)</sup>	10,000	D	\$ 53.1843 (10)	451,615	D	
Common Stock	02/04/2011	S <sup>(1)</sup>	20,100	D	\$ 53.1841 (11)	431,515	D	
Common Stock						1,355	I	By 401k

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	\$ 20.65	02/03/2011		M	90,000	09/25/2004	09/24/2011	Common Stock	90,000
Stock Option	\$ 20.65	02/04/2011		M	40,100	09/25/2004	09/24/2011	Common Stock	40,100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOINGS E V TUPPERWARE BRANDS CORP PO BOX 2353 ORLANDO, FL 32802-2353	X		Chairman and CEO	

## Signatures

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

02/07/2011

\_\_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 options.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.69 to \$52.89, inclusive. The reporting person undertakes to provide to Tupperware Brands Corporation, any security holder of
- (2) Tupperware Brands Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5), (6), (7), (8), (9), (10) and (11) of this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.82 to \$53.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.90 to \$53.05, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.88 to \$53.17, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.91 to \$53.27, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.05 to \$53.47, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.20 to \$53.51, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.99 to \$53.21, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.96 to \$53.34, inclusive.

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- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.90 to \$53.46, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space 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.