

TUPPERWARE BRANDS CORP  
Form 4  
February 09, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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	A	\$ 11,711	35,408	D
Common Stock	02/07/2011		S <sup>(1)</sup>	D	\$ 8,210	27,198	D
Common Stock	02/07/2011		S <sup>(1)</sup>	D	\$ 2,000	25,198	D
Common Stock	02/07/2011		S <sup>(1)</sup>	D	\$ 900	24,298	D
Common Stock	02/07/2011		S <sup>(1)</sup>	D	\$ 1	24,297	D

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Common Stock	02/07/2011	S <sup>(1)</sup>	100	D	\$ 54.54	24,197	D	
Common Stock	02/07/2011	S <sup>(1)</sup>	100	D	\$ 54.55	24,097	D	
Common Stock	02/07/2011	S <sup>(1)</sup>	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 <sup>(1)</sup>	804	D	\$ 54.49	24,182	D	
Common Stock	02/08/2011	S <sup>(1)</sup>	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)	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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