

TUPPERWARE BRANDS CORP
Form 4
October 27, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
GARCIA LILLIAN D

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)
10/24/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. Vice President

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	10/24/2014		M			3,200	A	\$ 20.83	25,588	D	
Common Stock	10/24/2014		M			16,900	A	\$ 33.77	42,488	D	
Common Stock	10/24/2014		S ⁽¹⁾			20,100	D	\$ 63.6355	22,388	D	
Common Stock	10/24/2014		S			5,744	D	\$ 63.6449	16,644	D	

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

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SEC 1474
(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
Stock Option	\$ 20.83	10/24/2014		M	3,200	11/02/2007 ⁽⁴⁾ 11/01/2016	Common Stock	3,200
Stock Option	\$ 33.77	10/24/2014		M	16,900	11/02/2008 ⁽⁵⁾ 11/01/2017	Common Stock	16,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARCIA LILLIAN D TUPPERWARE BRANDS CORP PO BOX 2353 ORLANDO, FL 32802-2353			Exec. Vice President	

Signatures

/s/ Susan R. Coumes, attorney-in-fact for Ms. Garcia 10/27/2014
 **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 \$63.55 to \$63.82, inclusive. The reporting person undertakes to provide to Tupperware Brands Corporation, any security holder of 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) and (3) to this Form 4.

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- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.55 to \$63.82, inclusive.
- (4) The option vests in three equal annual installments beginning on November 2, 2007.
- (5) The option vests in three equal annual installments beginning on November 2, 2008.

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.