

TUPPERWARE BRANDS CORP
Form 4
November 12, 2009

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)
11/09/2009

____ 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 | 11/09/2009 | | M | 18,800 | A \$ 15.94 | 39,805 | D |
| Common Stock | 11/09/2009 | | M | 12,000 | A \$ 18.56 | 51,805 | D |
| Common Stock | 11/09/2009 | | S ⁽¹⁾ | 3,000 | D \$ 47.5 | 48,805 | D |
| Common Stock | 11/09/2009 | | S ⁽¹⁾ | 800 | D \$ 47.51 | 48,005 | D |
| Common Stock | 11/09/2009 | | S ⁽¹⁾ | 1,000 | D \$ 47.52 | 47,005 | D |

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| | | | | | | | | |
|--------------|------------|-------------|-------|---|----------|--------|---|-------------|
| Common Stock | 11/09/2009 | <u>S(1)</u> | 1,200 | D | \$ 47.53 | 45,805 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 400 | D | \$ 47.54 | 45,405 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 2,600 | D | \$ 47.55 | 42,805 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 1,300 | D | \$ 47.56 | 41,505 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 2,161 | D | \$ 47.57 | 39,344 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 1,600 | D | \$ 47.58 | 37,744 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 2,500 | D | \$ 47.59 | 35,244 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 6,300 | D | \$ 47.6 | 28,944 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 953 | D | \$ 47.61 | 27,991 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 1,098 | D | \$ 47.62 | 26,893 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 988 | D | \$ 47.63 | 25,905 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 400 | D | \$ 47.64 | 25,505 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 100 | D | \$ 47.65 | 25,405 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 400 | D | \$ 47.66 | 25,005 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 3,000 | D | \$ 47.7 | 22,005 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 100 | D | \$ 47.71 | 21,905 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 300 | D | \$ 47.74 | 21,605 | D | |
| Common Stock | 11/09/2009 | <u>S(1)</u> | 600 | D | \$ 47.75 | 21,005 | D | |
| Common Stock | | | | | | 3,434 | I | 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not

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(9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Stock Option | \$ 15.94 | 11/09/2009 | | M | 18,800 | 10/26/2007 | 10/26/2010 | Common Stock | 18,800 |
| Stock Option | \$ 18.56 | 11/09/2009 | | M | 12,000 | 11/14/2003 | 11/13/2010 | Common Stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POTESHMAN MICHAEL S TUPPERWARE BRANDS CORP PO BOX 2353 ORLANDO, FL 32802-2353 | | | Executive Vice President & CFO | |

Signatures

/s/ Susan R. Coumes, 11/11/2009
Attorney-in-Fact

__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.

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