

TUPPERWARE BRANDS CORP

Form 4

August 02, 2012

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

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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)
07/31/2012

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 ____ Other (specify
below) 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	07/31/2012		M		20,000	A	\$ 14.63	35,815	D
Common Stock	07/31/2012		F ⁽¹⁾		5,256	D	\$ 52.42	30,559	D
Common Stock	08/01/2012		S ⁽²⁾		600	D	\$ 52.73	29,959	D
Common Stock	08/01/2012		S ⁽²⁾		1,034	D	\$ 52.6716	28,925	D
Common Stock	08/01/2012		S ⁽²⁾		366	D	\$ 52.6	28,559	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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(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	\$ 14.63	07/31/2012		M	20,000	11/19/2004 ⁽³⁾ 11/18/2013	Common Stock	20,000

Reporting Owners

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

Signatures

/s/ Susan R. Coumes,
Attorney-in-Fact 08/02/2012

__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 withheld to pay tax liability to Issuer using the "Net Settlement" option exercise method. The total amount of securities the reporting person beneficially owns increased following this net settled option exercise.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2011.

(3) The option vests in three equal annual installments beginning on November 19, 2004.

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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