

TUPPERWARE BRANDS CORP
 Form 4
 February 04, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
ROEHLK THOMAS M

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)
TUPPERWARE BRANDS CORP, PO BOX 2353
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Legal Officer & Sec

ORLANDO, FL 32802-2353

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/31/2013 | | M | 2,000 A \$ 14.63 | 45,937 | D | |
| Common Stock | 01/31/2013 | | M | 2,000 A \$ 18.23 | 47,937 | D | |
| Common Stock | 01/31/2013 | | S ⁽¹⁾ | 260 D \$ 74.221 | 47,677 | D | |
| Common Stock | 01/31/2013 | | S ⁽¹⁾ | 400 D \$ 74.24 | 47,277 | D | |
| Common Stock | 01/31/2013 | | S ⁽¹⁾ | 100 D \$ 74.241 | 47,177 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|-----------|--------|---|
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 100 | D | \$ 74.249 | 47,077 | D |
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 140 | D | \$ 74.258 | 46,937 | D |
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 100 | D | \$ 74.271 | 46,837 | D |
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 700 | D | \$ 74.276 | 46,137 | D |
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 200 | D | \$ 74.277 | 45,937 | D |
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 500 | D | \$ 76.07 | 45,437 | D |
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 100 | D | \$ 76.08 | 45,337 | D |
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 800 | D | \$ 76.11 | 44,537 | D |
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 100 | D | \$ 76.12 | 44,437 | D |
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 400 | D | \$ 76.13 | 44,037 | D |
| Common Stock | 01/31/2013 | S ⁽¹⁾ | 100 | D | \$ 76.14 | 43,937 | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | \$ 14.63 | 01/31/2013 | | M | 2,000 | 11/19/2004 ⁽²⁾ 11/18/2013 | Amount or Number of Shares 2,000 |

| | | | | | | | | | |
|--------------|----------|------------|--|---|-------|---------------------------|------------|--------------|-------|
| Stock Option | | | | | | | | Common Stock | |
| Stock Option | \$ 18.23 | 01/31/2013 | | M | 2,000 | 11/17/2005 ⁽³⁾ | 11/16/2014 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROEHLK THOMAS M TUPPERWARE BRANDS CORP PO BOX 2353 ORLANDO, FL 32802-2353 | | | EVP, Chief Legal Officer & Sec | |

Signatures

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

02/04/2013

**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.
- (2) The option vests in three equal annual installments beginning on November 19, 2004.
- (3) The option vests in three equal annual installments beginning on November 17, 2005.

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.