

DAVIS EDWARD R III

Form 4

June 01, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
DAVIS EDWARD R III

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)
14901 S. ORANGE BLOSSOM
TRAIL

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2011

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
VP, Treasurer

(Street)
ORLANDO, FL 32837-

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/31/2011		M		2,400	A \$ 23.49	8,289	D	
Common Stock	05/31/2011		M		3,000	A \$ 20.83	11,289	D	
Common Stock	05/31/2011		S ⁽¹⁾		755	D \$ 65.2	10,534	D	
Common Stock	05/31/2011		S ⁽¹⁾		100	D \$ 65.21	10,434	D	
Common Stock	05/31/2011		S ⁽¹⁾		400	D \$ 65.22	10,034	D	

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Common Stock	05/31/2011	<u>S</u> (1)	800	D	\$ 65.23	9,234	D
Common Stock	05/31/2011	<u>S</u> (1)	1,100	D	\$ 65.24	8,134	D
Common Stock	05/31/2011	<u>S</u> (1)	900	D	\$ 65.25	7,234	D
Common Stock	05/31/2011	<u>S</u> (1)	800	D	\$ 65.26	6,434	D
Common Stock	05/31/2011	<u>S</u> (1)	200	D	\$ 65.27	6,234	D
Common Stock	05/31/2011	<u>S</u> (1)	100	D	\$ 65.28	6,134	D
Common Stock	05/31/2011	<u>S</u> (1)	200	D	\$ 65.29	5,934	D
Common Stock	05/31/2011	<u>S</u> (1)	45	D	\$ 65.3	5,889	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 23.49	05/31/2011		M	2,400	11/17/2006 ⁽²⁾ 11/16/2015	Common Stock 2,400
Stock Option	\$ 20.83	05/31/2011		M	3,000	11/02/2007 ⁽³⁾ 11/01/2016	Common Stock 3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS EDWARD R III 14901 S. ORANGE BLOSSOM TRAIL ORLANDO, FL 32837-			VP, Treasurer	

Signatures

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

06/01/2011

__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 options.
- (2) The option vests in three equal annual installments beginning on November 17, 2006.
- (3) The option vests in three equal annual installments beginning on November 2, 2007.

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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