

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

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 *
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)

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

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		
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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.