

TUPPERWARE BRANDS CORP  
 Form 4  
 February 09, 2011

**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)  
**TUPPERWARE BRANDS  
 CORP, PO BOX 2353**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/07/2011**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President & CFO**

(Street)  
**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 02/07/2011                           |  | M                              |   | 11,711  | A  | \$ 16.23 35,408 D                                     |
| Common Stock                    | 02/07/2011                           |  | S <sup>(1)</sup>               |   | 8,210   | D  | \$ 54.49 27,198 D                                     |
| Common Stock                    | 02/07/2011                           |  | S <sup>(1)</sup>               |   | 2,000   | D  | \$ 54.5 25,198 D                                      |
| Common Stock                    | 02/07/2011                           |  | S <sup>(1)</sup>               |   | 900   | D  | \$ 54.52 24,298 D                                     |
| Common Stock                    | 02/07/2011                           |  | S <sup>(1)</sup>               |   | 1   | D  | \$ 54.53 24,297 D                                     |

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|              |            |                  |       |   |          |        |   |             |
|--------------|------------|------------------|-------|---|----------|--------|---|-------------|
| Common Stock | 02/07/2011 | S <sup>(1)</sup> | 100   | D | \$ 54.54 | 24,197 | D |             |
| Common Stock | 02/07/2011 | S <sup>(1)</sup> | 100   | D | \$ 54.55 | 24,097 | D |             |
| Common Stock | 02/07/2011 | S <sup>(1)</sup> | 400   | D | \$ 54.56 | 23,697 | D |             |
| Common Stock | 02/08/2011 | M                | 1,289 | A | \$ 16.23 | 24,986 | D |             |
| Common Stock | 02/08/2011 | S <sup>(1)</sup> | 804   | D | \$ 54.49 | 24,182 | D |             |
| Common Stock | 02/08/2011 | S <sup>(1)</sup> | 485   | D | \$ 54.5  | 23,697 | D |             |
| Common Stock |            |                  |       |   |          | 1,470  | I | 401(k) Plan |

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 |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Stock Option                               | \$ 16.23   | 02/07/2011                           |  | M                              | 11,711  | 11/06/2003   | 11/05/2012  | Common Stock               | 11,711 |
| Stock Option                               | \$ 16.23   | 02/08/2011                           |  | M                              | 1,289   | 11/06/2003   | 11/05/2012  | Common Stock               | 1,289  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                                |       |
|--------------------------------|---------------|-----------|--------------------------------|-------|
|                                | Director      | 10% Owner | Officer                        | Other |
|                                |               |           | Executive Vice President & CFO |       |

POTESHMAN MICHAEL S  
TUPPERWARE BRANDS CORP  
PO BOX 2353  
ORLANDO, FL 32802-2353

## Signatures

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

02/09/2011

\_\_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 option.

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