

HEMUS SIMON C
Form 4
February 06, 2012

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 *
HEMUS SIMON C

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)
02/03/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President & COO

TUPPERWARE BRANDS
CORP, 14901 S ORANGE
BLOSSOM TRAIL

(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 32837

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/03/2012 | | M | | 47,900 | A | \$ 33.77 160,646 D |
| Common Stock | 02/03/2012 | | M | | 22,084 | A | \$ 17.54 182,730 D |
| Common Stock | 02/03/2012 | | M | | 14,867 | A | \$ 17.36 197,597 D |
| Common Stock | 02/03/2012 | | S ⁽¹⁾ | | 84,851 | D | \$ 61.2931 112,746 D |
| | | | | | | | <u>(2)</u> |

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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 | \$ 33.77 | 02/03/2012 | | M | 47,900 | 11/02/2008 ⁽³⁾ 11/01/2017 | Common Stock | 47,900 |
| Stock Option | \$ 17.54 | 02/03/2012 | | M | 22,084 | 11/19/2009 ⁽⁴⁾ 11/18/2018 | Common Stock | 22,084 |
| Stock Option | \$ 17.36 | 02/03/2012 | | M | 14,867 | 02/17/2010 ⁽⁵⁾ 02/16/2019 | Common Stock | 14,867 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEMUS SIMON C TUPPERWARE BRANDS CORP 14901 S ORANGE BLOSSOM TRAIL ORLANDO, FL 32837 | | | President & COO | |

Signatures

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

02/06/2012

**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 sold pursuant to cashless exercise of stock option.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.97 to \$61.74, inclusive. The reporting person undertakes to provide to Tupperware Brands Corporation, any security holder of Tupperware

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Brands Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

- (3) The option vests in three equal annual installments beginning on November 2, 2008.
- (4) The option vests in three equal annual installments beginning on November 19, 2009.
- (5) The option vests in three equal annual installments beginning on February 17, 2010.

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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