

DAVIS EDWARD R III
Form 4
November 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 *
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)
11/05/2012

____ Director _____ 10% Owner
 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)
 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) Code V Amount (D) Price			
Common Stock	11/05/2012		M	7,100 A \$ 33.77	14,813	D	
Common Stock	11/05/2012		S ⁽¹⁾	1,924 D \$ 62.251	12,889	D	
Common Stock	11/05/2012		S ⁽¹⁾	300 D \$ 62.261	12,589	D	
Common Stock	11/05/2012		S ⁽¹⁾	2,955 D \$ 62.264	9,634	D	
Common Stock	11/05/2012		S ⁽¹⁾	200 D \$ 62.266	9,434	D	

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Common Stock	11/05/2012	S ⁽¹⁾	200	D	\$ 62.27	9,234	D
Common Stock	11/05/2012	S ⁽¹⁾	500	D	\$ 62.271	8,734	D
Common Stock	11/05/2012	S ⁽¹⁾	1,000	D	\$ 62.276	7,734	D
Common Stock	11/05/2012	S ⁽¹⁾	21	D	\$ 62.28	7,713	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)
Stock Option	\$ 33.77	11/05/2012		M	7,100	11/02/2008 ⁽²⁾ 11/01/2017	Common Stock 7,100

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 11/06/2012

**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 options.
 - (2) The option vests in three equal annual installments beginning on November 2, 2008.

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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