

GOINGS E V
Form 4
February 05, 2013

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 *
GOINGS E V

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)
02/01/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/01/2013		M			35,676	A	\$ 14.63	322,289	D	
Common Stock	02/01/2013		S ⁽¹⁾			14,777	D	\$ 77	307,512	D	
Common Stock	02/01/2013		S ⁽¹⁾			1,527	D	\$ 77.005	305,985	D	
Common Stock	02/01/2013		S ⁽¹⁾			100	D	\$ 77.008	305,885	D	
Common Stock	02/01/2013		S ⁽¹⁾			1,300	D	\$ 77.01	304,585	D	

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Common Stock	02/01/2013	S ⁽¹⁾	100	D	\$ 77.0125	304,485	D
Common Stock	02/01/2013	S ⁽¹⁾	3,185	D	\$ 77.015	301,300	D
Common Stock	02/01/2013	S ⁽¹⁾	1,129	D	\$ 77.02	300,171	D
Common Stock	02/01/2013	S ⁽¹⁾	9,048	D	\$ 77.03	291,123	D
Common Stock	02/01/2013	S ⁽¹⁾	300	D	\$ 77.035	290,823	D
Common Stock	02/01/2013	S ⁽¹⁾	1,689	D	\$ 77.04	289,134	D
Common Stock	02/01/2013	S ⁽¹⁾	2,200	D	\$ 77.05	286,934	D
Common Stock	02/01/2013	S ⁽¹⁾	321	D	\$ 77.06	286,613	D
Common Stock	02/04/2013	M	306	A	\$ 14.63	286,919	D
Common Stock	02/04/2013	S ⁽¹⁾	306	D	\$ 77	286,613	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 14.63	02/01/2013		M	35,676	11/19/2004 ⁽²⁾	11/18/2013	Common Stock	35,676
Stock Option	\$ 14.63	02/04/2013		M	306	11/19/2004 ⁽²⁾	11/18/2013	Common Stock	306

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOINGS E V TUPPERWARE BRANDS CORP PO BOX 2353 ORLANDO, FL 32802-2353	X		Chairman and CEO	

Signatures

/s/ Susan R. Coumes, Attorney-in-Fact	02/05/2013
<small>__Signature of Reporting Person</small>	<small>Date</small>

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.

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.