

TUPPERWARE BRANDS CORP

Form 4

October 27, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARCIA LILLIAN D

(Last) (First) (Middle)

TUPPERWARE BRANDS
CORP, PO BOX 2353

(Street)

ORLANDO, FL 32802-2353

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TUPPERWARE BRANDS CORP
[TUP]

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Exec. Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/24/2014		M		3,200	A	\$ 20.83	25,588	D
Common Stock	10/24/2014		M		16,900	A	\$ 33.77	42,488	D
Common Stock	10/24/2014		S ⁽¹⁾		20,100	D	\$ 63.6355 ⁽²⁾	22,388	D
Common Stock	10/24/2014		S		5,744	D	\$ 63.6449 ⁽³⁾	16,644	D

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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option	\$ 20.83	10/24/2014		M	3,200	11/02/2007 ⁽⁴⁾ 11/01/2016	Common Stock	3,200
Stock Option	\$ 33.77	10/24/2014		M	16,900	11/02/2008 ⁽⁵⁾ 11/01/2017	Common Stock	16,900

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GARCIA LILLIAN D TUPPERWARE BRANDS CORP PO BOX 2353 ORLANDO, FL 32802-2353	Exec. Vice President

Signatures

/s/ Susan R. Coumes, attorney-in-fact for Ms.
Garcia 10/27/2014

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.55 to \$63.82, inclusive. The reporting person undertakes to provide to Tupperware Brands Corporation, any security holder of Tupperware 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 footnotes (2) and (3) to this Form 4.

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- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.55 to \$63.82, inclusive.
- (4) The option vests in three equal annual installments beginning on November 2, 2007.
- (5) 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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