

BENKOVICH CARL
Form 4
March 02, 2010

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 *
BENKOVICH CARL

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)
03/01/2010

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, Internal Audit

TUPPERWARE BRANDS CORPORATION, 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/01/2010 | | M | V | 5,933 A \$ 33.77 | 6,245 | D |
| Common Stock | 03/01/2010 | | S ⁽¹⁾ | | 800 D \$ 47.39 | 5,445 | D |
| Common Stock | 03/01/2010 | | S ⁽¹⁾ | | 1,900 D \$ 47.4 | 3,545 | D |
| Common Stock | 03/01/2010 | | S ⁽¹⁾ | | 700 D \$ 47.41 | 2,845 | D |
| | 03/01/2010 | | S ⁽¹⁾ | | 733 D | 2,112 | D |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-------|-------|-------|--------|---|-----------|
| Common Stock | | | | | \$ | | | | |
| | | | | | 47.42 | | | | |
| Common Stock | 03/01/2010 | | S ⁽¹⁾ | 1,800 | D | \$ | 312 | D | |
| | | | | | | 47.43 | | | |
| Common Stock | | | | | | | 14,467 | I | By 401(k) |

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 | 03/01/2010 | | M | 5,933 | 11/02/2008 ⁽²⁾ 11/01/2017 | Common Stock 5,933 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BENKOVICH CARL
TUPPERWARE BRANDS CORPORATION
14901 S ORANGE BLOSSOM TRAIL
ORLANDO, FL 32837

VP, Internal Audit

Signatures

/s/ Susan C. Chiono,
Attorney-in-Fact

03/02/2010

 **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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