

TUPPERWARE BRANDS CORP
Form 4
October 26, 2015

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)

TUPPERWARE BRANDS
CORP, PO BOX 2353

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2015

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

ORLANDO, FL 32802-2353

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)
			Code	V	Amount or Price		
Common Stock	10/23/2015		M		117,000 A \$ 33.77	306,224	D
Common Stock	10/23/2015		M		210,263 A \$ 17.54	516,487	D
Common Stock	10/23/2015		S		301,893 D \$ 60.1304 (1)	214,594	D
Common Stock	10/23/2015		S		25,370 D \$ 61.2897 (2)	189,224	D

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Common Stock	10/26/2015	M	7,889	A	\$ 17.54	197,113	D
Common Stock	10/26/2015	S	7,889	D	\$ 60.0043 (3)	189,224	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option	\$ 33.77	10/23/2015		M	117,000	11/02/2008 ⁽⁴⁾ 11/01/2017	Common Stock 117,000
Stock Option	\$ 17.54	10/23/2015		M	210,263	11/19/2009 ⁽⁵⁾ 11/18/2018	Common Stock 210,263
Stock Option	\$ 17.54	10/26/2015		M	7,889	11/19/2009 ⁽⁵⁾ 11/18/2018	Common Stock 7,889

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 for Mr. Goings
10/26/2015

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.93, 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 (1), (2) and (3) to this Form 4.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.01 to \$61.71, inclusive.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.12, inclusive.
 - (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.

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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