

TUPPERWARE BRANDS CORP
Form 4
July 30, 2008

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 *
POTESHMAN MICHAEL S

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)
07/29/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Executive Vice President & CFO

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	07/29/2008		M		15,000	A	\$ 19.2 38,284 D
Common Stock	07/29/2008		S ⁽¹⁾		300	D	\$ 39.65 37,984 D
Common Stock	07/29/2008		S ⁽¹⁾		1,026	D	\$ 39.67 36,958 D
Common Stock	07/29/2008		S ⁽¹⁾		574	D	\$ 39.68 36,384 D
Common Stock	07/29/2008		S ⁽¹⁾		975	D	\$ 39.69 35,409 D

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Common Stock	07/29/2008	S ⁽¹⁾	1,000	D	\$ 39.7	34,409	D	
Common Stock	07/29/2008	S ⁽¹⁾	1,425	D	\$ 39.71	32,984	D	
Common Stock	07/29/2008	S ⁽¹⁾	800	D	\$ 39.73	32,184	D	
Common Stock	07/29/2008	S ⁽¹⁾	300	D	\$ 39.74	31,884	D	
Common Stock	07/29/2008	S ⁽¹⁾	3,517	D	\$ 39.75	28,367	D	
Common Stock	07/29/2008	S ⁽¹⁾	4,600	D	\$ 39.76	23,767	D	
Common Stock	07/29/2008	S ⁽¹⁾	183	D	\$ 39.78	23,584	D	
Common Stock	07/29/2008	S ⁽¹⁾	300	D	\$ 39.79	23,284	D	
Common Stock	07/29/2008	J ⁽²⁾	52	A	\$ 0	3,290	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.2	07/29/2008		M	15,000	11/13/2000	11/11/2008	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

POTESHMAN MICHAEL S
TUPPERWARE BRANDS CORP
PO BOX 2353
ORLANDO, FL 32802-2353

Executive Vice President & CFO

Signatures

Susan R. Coumes,
Attorney-in-fact

07/30/2008

__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 option.
 - (2) Additional shares acquired in company's 401k plan since the prior filing.

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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