

DAVIS EDWARD R III
Form 4
July 28, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DAVIS EDWARD R III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Treasurer

(Last) (First) (Middle)
14901 S. ORANGE BLOSSOM TRAIL

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/25/2008

ORLANDO, FL 32837-

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/25/2008		M		4,700 A \$ 14.63	10,171	D
Common Stock	07/25/2008		M		6,970 A \$ 16.23	17,141	D
Common Stock	07/25/2008		M		5,000 A \$ 18.56	22,141	D
Common Stock	07/25/2008		M		4,300 A \$ 18.75	26,441	D
Common Stock	07/25/2008		M		4,200 A \$ 20.65	30,641	D

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Common Stock	07/25/2008	<u>S⁽¹⁾</u>	800	D	\$ 38.78	29,841	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	400	D	\$ 38.8	29,441	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	950	D	\$ 38.81	28,491	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	950	D	\$ 38.83	27,541	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	350	D	\$ 38.84	27,191	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	950	D	\$ 38.86	26,241	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	700	D	\$ 38.87	25,541	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	800	D	\$ 38.89	24,741	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	800	D	\$ 38.9	23,941	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	2,700	D	\$ 38.92	21,241	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	1,100	D	\$ 38.93	20,141	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	1,400	D	\$ 38.95	18,741	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	700	D	\$ 38.97	18,041	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	600	D	\$ 39.01	17,441	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	2,520	D	\$ 39.05	14,921	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	1,583	D	\$ 39.07	13,338	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	950	D	\$ 39.08	12,388	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	717	D	\$ 39.09	11,671	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	2,000	D	\$ 39.1	9,671	D
Common Stock	07/25/2008	<u>S⁽¹⁾</u>	1,500	D	\$ 39.11	8,171	D
	07/25/2008	<u>S⁽¹⁾</u>	1,100	D		7,071	D

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Common Stock						\$ 39.13		
Common Stock	07/25/2008		S ⁽¹⁾	450	D	\$ 39.15	6,621	D
Common Stock	07/25/2008		S ⁽¹⁾	550	D	\$ 39.18	6,071	D
Common Stock	07/25/2008		S ⁽¹⁾	600	D	\$ 39.25	5,471	D
Common Stock	07/25/2008		J ⁽²⁾	21	A	\$ 0	1,836	I

By 401(k)
Plan

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

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SEC 1474
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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 18.23					11/17/2005	11/16/2014	Common Stock	1,600
Stock Option	\$ 20.83					11/02/2007	11/01/2016	Common Stock	3,000
Stock Option	\$ 23.49					11/17/2006	11/16/2015	Common Stock	2,400
Stock Option	\$ 33.77					11/02/2008	11/01/2017	Common Stock	7,100
Stock Option	\$ 14.63	07/25/2008		M	4,700	11/19/2004	11/18/2013 ⁽³⁾	Common Stock	4,700
Stock Option	\$ 16.23	07/25/2008		M	6,970	11/06/2003	11/05/2012 ⁽⁴⁾	Common Stock	6,970
	\$ 18.56	07/25/2008		M	5,000	11/14/2003	11/13/2010		5,000

Stock Option								Common Stock	
Stock Option	\$ 18.75	07/25/2008	M	4,300	11/11/2002	11/10/2009		Common Stock	4,300
Stock Option	\$ 20.65	07/25/2008	M	4,200	09/25/2004	09/24/2011		Common Stock	4,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS EDWARD R III 14901 S. ORANGE BLOSSOM TRAIL ORLANDO, FL 32837-			VP, Treasurer	

Signatures

Susan R. Coumes, 07/28/2008
 Attorney-in-Fact

**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.
- (4) The option vests in three equal annual installments beginning on November 6, 2003.
- (2) Additional shares acquired in company's 401k plan since the prior filing.
- (3) 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.