

TUPPERWARE BRANDS CORP

Form 4

March 02, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROEHLK THOMAS M

(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)
02/28/2017

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)
EVP & Chief Legal Officer

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	02/28/2017		A		1,253	A	\$ 0	29,153	D
Common Stock	02/28/2017		F		388	D	\$ 60.39	28,765	D
Common Stock	03/01/2017		M		1,922	A	\$ 33.77	30,687	D
Common Stock	03/01/2017		S ⁽¹⁾		1,922	D	\$ 61.5	28,765	D
Common Stock	03/01/2017		S ⁽²⁾		2,000	D	\$ 61.1155	26,765	D

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(3)

Common Stock	03/02/2017	M	22,078	A	\$ 33.77	48,843	D
Common Stock	03/02/2017	S ⁽¹⁾	22,078	D	\$ 61.5	26,765	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 33.77	03/01/2017		M		1,922		11/02/2008 ⁽⁴⁾	11/01/2017	Common Stock	1,922
Stock Option	\$ 33.77	03/02/2017		M		22,078		11/02/2008 ⁽⁴⁾	11/01/2017	Common Stock	22,078

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROEHLK THOMAS M TUPPERWARE BRANDS CORP PO BOX 2353 ORLANDO, FL 32802-2353	EVP & Chief Legal Officer

Signatures

/s/ Susan R. Coumes, attorney-in-fact for Mr. Roehlk

03/02/2017

 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) The March 1, 2017 sale of 2000 shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 27, 2016

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.53 to \$61.34, 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 footnote (3) to this Form 4.

(4) 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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