

TUPPERWARE BRANDS CORP
Form 4
March 02, 2017

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 *
ROEHLK THOMAS M

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)
02/28/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Chief Legal Officer

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 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	

(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	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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