

TUPPERWARE BRANDS CORP
 Form 4
 November 06, 2006

FORM 4

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

OMB APPROVAL

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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)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2006

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

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 11/02/2006 | | A ⁽¹⁾ | 2,000 | A | \$ 0 | 6,000 | D |
| Common Stock | 11/02/2006 | | J ⁽²⁾ | 858 | A | \$ 0 | 6,766 | 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
 (9-02)

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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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Stock Option | \$ 14.63 | | | | | 11/19/2004 11/18/2013 ⁽³⁾ | Common Stock 4,700 |
| Stock Option | \$ 16.23 | | | | | 11/06/2003 11/05/2012 ⁽⁴⁾ | Common Stock 6,970 |
| Stock Option | \$ 18.23 | | | | | 11/17/2005 11/16/2014 | Common Stock 1,600 |
| Stock Option | \$ 18.56 | | | | | 11/14/2003 11/13/2010 | Common Stock 5,000 |
| Stock Option | \$ 18.75 | | | | | 11/11/2002 11/10/2009 | Common Stock 4,300 |
| Stock Option | \$ 20.65 | | | | | 09/25/2004 09/24/2011 | Common Stock 4,200 |
| Stock Option | \$ 23.49 | | | | | 11/17/2006 11/16/2015 | Common Stock 2,400 |
| Stock Option | \$ 20.83 | 11/02/2006 | | A | 3,000 | 11/02/2007 ⁽⁵⁾ 11/01/2016 | Common Stock 3,000 |

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,
Attorney-in-Fact 11/06/2006

**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).
- (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.
- (1) An award of restricted stock under the Tupperware Brands Corporation 2006 Incentive Plan, exempt under Rule 16b-3, and includes withholding rights.
- (5) The option vests in three equal annual installments beginning on November 2, 2007.
- (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.