

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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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 *
HARE C MORGAN

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
 Officer (give title below) _____ Other (specify below)
EVP, Chief Marketing Officer

ORLANDO, FL 32837-

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) Code V Amount (D) Price | | | |
| Common Stock | 11/02/2006 | | A ⁽¹⁾ | 4,000 A \$ 0 | 35,000 | D | |
| Common Stock | 11/02/2006 | | J ⁽²⁾ | 309 A \$ 0 | 1,194 | I | 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)

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 | \$ 14.63 | | | | | 11/19/2004 | 11/18/2013 | Common Stock | 600 |
| Stock Option | \$ 16.23 | | | | | 11/06/2003 | 11/05/2012 | Common Stock | 13,700 |
| Stock Option | \$ 18.23 | | | | | 11/17/2005 | 11/16/2014 | Common Stock | 600 |
| Stock Option | \$ 20.65 | | | | | 09/25/2004 | 09/24/2011 | Common Stock | 15,800 |
| Stock Option | \$ 21 | | | | | 11/13/2008 | 11/12/2011 | Common Stock | 38,000 |
| Stock Option | \$ 23.49 | | | | | 11/17/2006 | 11/16/2015 | Common Stock | 9,000 |
| Stock Option | \$ 20.83 | 11/02/2006 | | A | 12,200 | 11/02/2007 ⁽³⁾ | 11/01/2016 | Common Stock | 12,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARE C MORGAN 14901 S. ORANGE BLOSSOM TRAIL ORLANDO, FL 32837- | | | EVP, Chief Marketing Officer | |

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

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

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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