

NAYLOR ANNE E
Form 4
November 19, 2004

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 *
NAYLOR ANNE E

(Last) (First) (Middle)

14901 S. ORANGE BLOSSOM TRAIL

(Street)

ORLANDO, FL 32837-

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Vice President, Internal Audit

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	11/17/2004		A ⁽¹⁾	2,000 A \$ 0	11,485	D	
Common Stock	11/17/2004		J ⁽²⁾	180 A \$ 0	11,665	D	
Common Stock	11/17/2004		J ⁽³⁾	345 A \$ 0	1,223	I	401(k) Plan

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

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number.

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)		
				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	2,800
Stock Option	\$ 15.94					10/26/2007	10/26/2010	Common Stock	8,800
Stock Option	\$ 16.23					11/06/2003	11/05/2012	Common Stock	13,400
Stock Option	\$ 18.56					11/14/2003	11/13/2010	Common Stock	10,000
Stock Option	\$ 18.75					11/11/2002	11/10/2009	Common Stock	9,000
Stock Option	\$ 20.65					09/25/2004	09/24/2011	Common Stock	9,700
Stock Option	\$ 18.23	11/17/2004		A	2,800	11/17/2005 ⁽⁴⁾	11/16/2014	Common Stock	2,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAYLOR ANNE E 14901 S. ORANGE BLOSSOM TRAIL ORLANDO, FL 32837-			Vice President, Internal Audit	

Signatures

Susan R. Coumes,
Attorney-in-fact

11/19/2004

__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 the company's payroll deduction monthly investment plan since the last filing.
- (4) The option vests in three equal annual installments beginning on November 17, 2005.
- (1) An award of restricted stock under the Tupperware Corporation 2000 Incentive Plan, exempt under Rule 16b-3, and includes stock withholding rights.
- (3) Additional shares acquired in company's 401k plan since the prior filing.

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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