

Dr Pepper Snapple Group, Inc.
Form 4
March 04, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ELLEN MARTIN M

2. Issuer Name and Ticker or Trading Symbol
Dr Pepper Snapple Group, Inc.
[DPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5301 LEGACY DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

PLANO, TX 75024
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	03/02/2015		J ⁽¹⁾		19,685 A \$ 0	19,685	D
Common Stock	03/02/2015		J ⁽²⁾		1,874 A \$ 0	21,559	D
Common Stock	03/02/2015		F		9,045 ⁽³⁾ D \$ 0	12,514	D
Common Stock	03/04/2015		S		11,514 D \$ 78.5397 ⁽⁴⁾	1,000	D
Common Stock	03/04/2015		J ⁽⁵⁾		1,000 D \$ 0	0 ⁽⁶⁾	D

Common Stock	03/04/2015		<u>J</u> ⁽⁵⁾	1,000	A	\$ 0	62,000	I	By Limited Partnership <u>(5)</u>
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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Unit	\$ 0 ⁽⁷⁾	03/02/2015		<u>J</u> ⁽¹⁾	19,685	<u>(1)</u> <u>(8)</u>	Common Stock	19,685
Employee Stock Option (Right to Buy)	\$ 79.2	03/02/2015		A	31,588	<u>(9)</u> 03/02/2025	Common Stock	31,588
Restricted Stock Unit	\$ 0 ⁽⁷⁾	03/02/2015		A	5,516	<u>(8)</u> <u>(8)</u>	Common Stock	5,516

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ELLEN MARTIN M
5301 LEGACY DRIVE
PLANO, TX 75024

Executive Vice President & CFO

Signatures

Wayne R. Lewis, attorney
in fact

03/04/2015

 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) These shares represent restricted stock units granted pursuant to the Issuer's Omnibus Stock Incentive Plan of 2009 that vested on March 2, 2015.
 - (2) These shares are restricted stock units (acquired with dividend equivalent payments made under the Issuer's dividend reinvestment plan with respect to the shares referenced in footnote (1) above) that vested on March 2, 2015.
 - (3) Represents shares withheld by Issuer to satisfy tax withholding obligations in connection with the vesting of restricted stock units referenced in footnotes (1) and (2) above.
- The price represents the weighted average sale price of the securities disposed of. The range of prices for the transaction is \$78.14-\$78.90.
- (4) The reporting person shall provide upon request by the SEC, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (5) On March 4, 2015 the reporting person directed that the 1,000 shares beneficially owned by reporting person be transferred to Martin Robin Partners, L.P., in which the reporting person has a pecuniary interest.
 - (6) 62,000 shares are beneficially owned by Martin Robin Partners, L.P., in which the reporting person has a pecuniary interest.
 - (7) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock and is granted pursuant to the Issuer's Omnibus Stock Incentive Plan of 2009.
 - (8) Restricted stock units vest in one installment three years from the date of grant and will be settled in shares of the Issuer's Common Stock on the vesting date.
 - (9) This option was granted pursuant to the Issuer's Omnibus Stock Incentive Plan of 2009 and vests in three equal annual installments on each anniversary date of the grant commencing on March 2, 2016.

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.