

ELLEN MARTIN M
Form 4
March 06, 2018

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 *
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)
03/02/2018

____ 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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/02/2018		M ⁽¹⁾	5,516 A \$ 0	5,516	D	
Common Stock	03/02/2018		J ⁽²⁾	408 A \$ 0	5,924	D	
Common Stock	03/02/2018		F ⁽³⁾	2,332 D \$ 0	3,592	D	
Common Stock	03/02/2018		J ⁽⁴⁾	3,592 D \$ 0	0 ⁽⁵⁾	D	
Common Stock	03/02/2018		J ⁽⁴⁾	3,592 A \$ 0	78,653 ⁽⁵⁾	I	By Limited Partnership

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

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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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽⁶⁾	03/02/2018		A	13,420	⁽⁷⁾ ⁽⁷⁾	Common Stock	13,420
Restricted Stock Unit	\$ 0 ⁽⁶⁾	03/02/2018		M ⁽¹⁾	5,516	⁽⁸⁾ ⁽⁸⁾	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 03/06/2018

__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, 2018.
- (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, 2018.
- (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.
- (4) The reporting person directed that the 3,592 shares beneficially owned by reporting person be transferred to Martin Robin Partners, L.P., in which the reporting person has a pecuniary interest.

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- (5) 78,653 shares are beneficially owned by Martin Robin Partners, L.P., in which the reporting person has a pecuniary interest.
- (6) 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.
- (7) These restricted stock units vest in one installment on March 4, 2021 and will be settled in shares of the Issuer's Common Stock on the vesting date.
- (8) These 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.

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.