

Dr Pepper Snapple Group, Inc.
Form 4
March 05, 2014

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 *
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)
03/03/2014

____ 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/03/2014		J ⁽¹⁾		23,130 A \$ 0	D	
Common Stock	03/03/2014		J ⁽²⁾		2,312 A \$ 0	D	
Common Stock	03/03/2014		F		8,960 ⁽³⁾ D \$ 0	D	
Common Stock	03/04/2014		S		14,482 D \$ 51.814	D	

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽⁶⁾	03/03/2014		J ⁽¹⁾	23,130	⁽¹⁾ ⁽⁷⁾	Common Stock	23,130
Employee Stock Option (Right to Buy)	\$ 51.68	03/03/2014		A	49,224	⁽⁸⁾ 03/03/2024	Common Stock	49,224
Restricted Stock Unit	\$ 0 ⁽⁶⁾	03/03/2014		A	11,048	⁽⁷⁾ ⁽⁷⁾	Common Stock	11,048

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 03/04/2014

⁽¹⁾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, 2014 and settled on March 3, 2014.
- (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, 2014 and settled on March 3, 2014.

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- (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 \$51.77-\$51.89.

- (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) 55,000 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) 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 settlement date.
- (8) 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 3, 2015.

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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