

Dr Pepper Snapple Group, Inc.
Form 4
March 06, 2017

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 *
Johnston James J. JR

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)
03/02/2017

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

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 | (A) or (D) | Price | |
| Common Stock | 03/03/2017 | | M ⁽¹⁾ | | 10,448 | A | \$ 0 32,889 | D |
| Common Stock | 03/03/2017 | | J ⁽²⁾ | | 789 | A | \$ 0 33,678 | D |
| Common Stock | 03/03/2017 | | F ⁽³⁾ | | 4,569 | D | \$ 0 29,109 | D |

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 94.62 | 03/02/2017 | | A | 29,148 | <u>(4)</u> 03/02/2027 | Common Stock 29,148 |
| Restricted Stock Unit | \$ 0 <u>(5)</u> | 03/02/2017 | | A | 4,597 | <u>(6)</u> <u>(6)</u> | Common Stock 4,597 |
| Restricted Stock Units | \$ 0 | 03/03/2017 | | M ⁽¹⁾ | 10,448 | <u>(7)</u> <u>(7)</u> | Common Stock 10,448 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Johnston James J. JR 5301 LEGACY DRIVE PLANO, TX 75024 | Executive Vice President |

Signatures

Wayne R. Lewis, attorney
in fact 03/06/2017

**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 3, 2017.
- (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 3, 2017.
- (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.

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- (4) 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, 2018.
- (5) 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.
- (6) These restricted stock units vest in one installment on March 4, 2020 and will be settled in shares of the Issuer's Common Stock on the vesting date.
- (7) 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.