

KEURIG GREEN MOUNTAIN, INC.
 Form 4
 December 09, 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 *
RATHKE FRANCES G

2. Issuer Name and Ticker or Trading Symbol
KEURIG GREEN MOUNTAIN, INC. [GMCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
33 COFFEE LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

WATERBURY, VT 05676

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	12/06/2014		M	850	A (1) 5,509	D	
Common Stock	12/08/2014		F	288	D \$ 132.53 (3) 5,221	D	
Common Stock					1,478	I	By 401(k) Plan
Common Stock					107,523	I	By Rathke Family Trust

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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)	8. Price or Value of Derivative Security (Instr. 3)
Restricted Stock Units	(1)	12/06/2014		M	850	(2) (2)	Common Stock	850 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATHKE FRANCES G 33 COFFEE LANE WATERBURY, VT 05676			Chief Financial Officer	

Signatures

/s/ Kristin E. Blazewicz, pursuant to a Power of Attorney 12/09/2014

__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) The reporting person had vested restricted stock units settled in shares of common stock par value \$0.10, of Keurig Green Mountain, Inc. ("Common Stock).
- (2) On December 6, 2013 the reporting person was granted 3,401 restricted stock units which vest in four equal installments. Each restricted stock unit represents a contingent right to receive one share of Common Stock. 850 of the restricted units vested on December 6, 2014.
- (3) This transaction was executed in multiple trades at prices ranging from \$132.17 to \$132.87. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC Staff, the issuer or a security

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holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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