

KEURIG GREEN MOUNTAIN, INC.

Form 4

December 09, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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

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

(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) | (A) or (D) | Price | 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 | <u>(1)</u> | 5,509 | D | |
| Common Stock | 12/08/2014 | | F | 288 | D | \$ 132.53 <u>(3)</u> | 5,221 | D | |
| Common Stock | | | | | | | 1,478 | I | By 401(k) Plan |
| Common Stock | | | | | | | 107,523 | I | By Rathke Family Trust |

Edgar Filing: KEURIG GREEN MOUNTAIN, INC. - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 12/06/2014 | | M | 850 | (2) | (2) | Common Stock | 850 |

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

Edgar Filing: KEURIG GREEN MOUNTAIN, INC. - Form 4

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.

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.