Wiseman Robert Tennant Form 4 February 26, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Wiseman Robert Tennant

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

DEAN FOODS CO [DF] 3. Date of Earliest Transaction

(Month/Day/Year)

02/24/2019

X_ Director 10% Owner

Officer (give title

C/O DEAN FOODS COMPANY, 2711 NORTH

HASKELL AVENUE, SUITE 3400

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

(Zip)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

DALLAS, TX 75204

(City)

		24.01					larrea, Ersposea	,, or <i>Demonicu</i>	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			d of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			C-1- V	A	or	D	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	02/24/2019		M	2,168	A	\$ 0	73,128	D	
Stock	02/2 1/2017		171	(1)	11	ΨΟ	75,120	D	
C						Ф			
Common	02/24/2019		F	651 (1)	D	\$	72,477	D	
Stock	02,2 ,, 201)		-	00 I <u> </u>		4.58	, =, . , ,	_	

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

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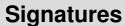
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transacti Code (Instr. 8)	5. Number some Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Derivative Expiration Date (Month/Day/Year) cquired (A) or isposed of D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Der Sect (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2) (3)	\$ 0	02/24/2019		M	2,168 (1)	(3)	(3)	Common Stock	2,168 (1)	

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Robert Tennant							

Wiseman Robert Tennant C/O DEAN FOODS COMPANY 2711 NORTH HASKELL AVENUE, SUITE 3400 DALLAS, TX 75204



Kay F. Stockler Attorney-in-Fact 02/26/2019

**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).
- The Reporting Person received a total of 2,168 shares of Common Stock of the Issuer pursuant to the vesting of restricted stock units (1) (RSUs). A total of 651 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 1,517 net shares of Common Stock.

X

- (2) RSUs convert into common stock on a one-for-one basis.
- (3) These RSUs were awarded on 2/24/2017. The award vests annually, on a pro rata basis, over a 3-year period.

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