

DEAN FOODS CO
Form 4
December 03, 2013

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 *
Devine Martin J

(Last) (First) (Middle)
2711 NORTH HASKELL AVENUE, SUITE 3400
(Street)

DALLAS, TX 75204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEAN FOODS CO [DF]

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D)	Price		
Common Stock	12/01/2013		M	693 ⁽¹⁾ A	\$ 0	16,822 ⁽²⁾	D
Common Stock	12/01/2013		F	291 ⁽¹⁾ D	\$ 17.98	16,531	D

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. 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)
Restricted Stock Units (DU704386)	\$ 0	12/01/2013		M	693 (3)	12/01/2009 ⁽⁴⁾ 12/01/2018	Common Stock 693

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Devine Martin J 2711 NORTH HASKELL AVENUE, SUITE 3400 DALLAS, TX 75204			Executive Vice President	

Signatures

Kay F. Stockler,
Attorney-in-Fact
Date: 12/03/2013

__Signature of Reporting Person

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 693 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of
- (1) restricted stock units (RSUs). A total of 291 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 402 net shares of Common Stock.
 - (2) On August 26, 2013, the Common Stock of Dean Foods Company was adjusted to reflect a 1-for-2 reverse stock split. This line item reports the number of shares beneficially owned by the reporting person after adjustment for the reverse stock split, including the reporting person's receipt of cash in lieu of fractional shares.
 - (3) These RSUs have been adjusted (a) to preserve the intrinsic value of awards existing prior to the spin-off of a portion of the Issuer's ownership interest in The WhiteWave Foods Company on May 23, 2013 and (b) to reflect the reverse stock split on August 26, 2013.
 - (4) On December 1, 2008, the reporting person received an award of RSUs which is the right to receive shares of Common Stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The RSUs vest annually, on a pro rata basis, over a five year period beginning on the first anniversary of the grant date.

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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