

DEAN FOODS CO

Form 4

February 17, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCUTCHEON S. CRAIG

(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)

02/13/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Logistics

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/13/2016		M		2,088	A \$ 0 ⁽¹⁾	2,877 D
Common Stock	02/13/2016		D		2,088	D \$ 20.67	789 D
Common Stock	02/15/2016		M		2,435	A \$ 0 ⁽¹⁾	3,224 D
Common Stock	02/15/2016		D		2,435	D \$ 20.67	789 D
Common Stock	02/16/2016		M		3,335 ⁽²⁾	A \$ 0	4,124 D

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Common Stock 02/16/2016 F 883 ⁽²⁾ D \$ 20.96 3,241 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 (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)	8. Amount or Number of Shares
Phantom Stock Award (DP001528) ⁽¹⁾	\$ 0	02/13/2016		M	2,088	02/13/2015 ⁽³⁾ 02/13/2024	Common Stock	2,088
Phantom Stock Award (DP701206) ⁽¹⁾	\$ 0	02/15/2016		M	2,435	02/15/2014 ⁽³⁾ 02/15/2023	Common Stock	2,435
Restricted Stock Units (DU005827) ⁽⁴⁾	\$ 0	02/16/2016		M	3,335 ⁽²⁾	02/16/2016 ⁽³⁾ 02/16/2025	Common Stock	3,335 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCUTCHEON S. CRAIG 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			SVP, Logistics	

Signatures

Kay F. Stockler
Attorney-in-Fact

02/17/2016

__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) Each unit of phantom stock is the economic equivalent of one share of Common Stock of the Issuer. Vesting of the award is subject to the terms and conditions of the award agreement. At settlement, the Reporting Person received the cash value of the unit.

The Reporting Person received a total of 3,335 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of
- (2) restricted stock units (RSUs). A total of 883 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 2,452 net shares of Common Stock.
- (3) This award vests annually, on a pro rata basis, over a 3-year period beginning on the first anniversary of the grant date.
- (4) The Reporting Person previously received an award of RSUs, which represents the right to receive shares of Common Stock of the Issuer in the future, subject to the terms and conditions of the related award agreement.

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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