

DEAN FOODS CO

Form 4

March 18, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MUSE JOHN R**

(Last) (First) (Middle)

**200 CRESCENT COURT, SUITE  
1600**

(Street)

**DALLAS, TX 75201**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**DEAN FOODS CO [DF]**

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

**03/16/2016**

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/16/2016		M		8,663	A	\$ 16.98	188,441	D
Common Stock	03/16/2016		M		14,357	A	\$ 17.36	202,798	D
Common Stock	03/16/2016		M		10,224	A	\$ 12.6	213,022	D
Common Stock	03/16/2016		M		17,353	A	\$ 8.96	230,375	D
Common Stock	03/16/2016		M		16,713	A	\$ 10.44	247,088	D

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Common Stock      03/16/2016      F      42,995      D      \$ 19.89      204,093      D

Common Stock      1,275      I      By Spouse  
(1)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exercise of Stock Option (Award NF706489)	\$ 16.98	03/16/2016		M		8,663		<u>(2)</u>	06/30/2018	Common Stock	8,663
Exercise of Stock Option (Award NF706516)	\$ 17.36	03/16/2016		M		14,357		<u>(2)</u>	02/13/2019	Common Stock	14,357
Exercise of Stock Option (Award NF707267)	\$ 12.6	03/16/2016		M		10,224		<u>(2)</u>	02/12/2020	Common Stock	10,224
Exercise of Stock Option (Award NF707331)	\$ 8.96	03/16/2016		M		17,353		<u>(2)</u>	02/18/2021	Common Stock	17,353
Exercise of Stock Option	\$ 10.44	03/16/2016		M		16,713		<u>(2)</u>	02/17/2022	Common Stock	16,713

(Award  
NF707383)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
MUSE JOHN R 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201	X

## Signatures

Kay F. Stockler	03/18/2016
Attorney-in-Fact	

\_\_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 disclaims beneficial ownership of all shares not directly owned by him.
- (2) This option award is fully vested.

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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