McPeak Blaine E Form 4 February 17, 2010

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**SECURITIES** 

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* McPeak Blaine E

(First)

(State)

(Middle)

(7:-

2. Issuer Name and Ticker or Trading Symbol

DEAN FOODS CO [DF]

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

02/13/2010

2515 MCKINNEY **AVENUE. SUITE 1200** 

> (Street) Filed(Month/Day/Year)

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

**OMB** 

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

President-WhiteWave

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

DALLAS, TX 75201

(C:tr.)

(City)	(State) (	Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		*	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/13/2010		M	3,167 (1)	A	\$0	11,577	D	
Common Stock	02/13/2010		F	1,090 (1)	D	\$ 14.56	10,487	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 orDerivative Securities Acquired Disposed (Instr. 3, 4	(A) or of (D)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non Qualified Stock Option (right to buy-DF)	\$ 14.56	02/12/2010		A	28,967		02/12/2011(2)	02/12/2020	Common Stock
Restricted Stock Units	\$ 0	02/12/2010		A	9,820		02/12/2011(3)	02/12/2020	Common Stock
Restricted Stock Units (DU004421)	\$ 0	02/13/2010		M		3,167 (1)	02/13/2010(3)	02/13/2019	Common Stock

### **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	110111101101

Director 10% Owner Officer Other

McPeak Blaine E 2515 MCKINNEY AVENUE SUITE 1200 DALLAS, TX 75201

President-WhiteWave

#### **Signatures**

Katherine K. Connell, 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).
- The reporting person received a total of 3,167 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of (1) restricted stock units. A total of 1,090 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 2,077 net shares of Common Stock.
- (2) The shares of Common Stock subject to the Option vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date, subject to the terms and conditions of the award agreement.
- The reporting person has received an award of restricted stock units, which is the right to receive shares of Common Stock of the Issuer in (3) the future, subject to the terms and conditions of the award agreement. The units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.

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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.