DEAN FOODS CO Form 4 July 03, 2012

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

obligations

may continue.

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

Stock

1. Name and Address of Reporting Person * GREEN STEPHEN L			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			DEAN FOODS CO [DF]				(Check all applicable)			
(Last)	(First) (M	fiddle) 3. Da	3. Date of Earliest Transaction							
· ·			(Month/Day/Year) 06/30/2012				X Director Officer (gives below)		6 Owner er (specify	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line)			
WESTPORT	г, СТ 06880						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	able I - Non-I	Derivative	Securi	ities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Secur	ities		5. Amount of	6. Ownership	7. Nature of	
Security	ecurity (Month/Day/Year) Execution		on Date, if TransactionAcquired (A) or				Securities	Form: Direct	Indirect	
(Instr. 3) any		•	Code		d of (E	1	Beneficially	(D) or	Beneficial	
		(Month/Day/Y	ar) (Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
			Code V		(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock	06/30/2012		A	2,537	A	\$0	229,638 (2)	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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	•	Title	Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
GREEN STEPHEN L 285 RIVERSIDE AVENUE SUITE 250 WESTPORT, CT 06880	X					

Signatures

Katherine K. Connell, Attorney-In-Fact 07/03/2012

**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) These are shares of restricted stock issued in payment of fees owed for services as an independent director. All such shares are subject to vesting in three equal increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter.
- (2) Includes 2,220 shares of Common Stock from deferred stock units that have vested, and the reporting person has elected to defer receipt until he is no longer a member of the Issuer's Board of Directors.

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.

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