**DEAN FOODS CO** Form 4 February 22, 2012

#### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

2005 Estimated average

0.5

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

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

			2. Issuer Name <b>and</b> Ticker or Trading Symbol DEAN FOODS CO [DF]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			(Month/Da	ny/Year)				_X_ Director	10%	Owner	
2711 NORTI AVE, SUITE	H HASKELL E 3400		02/17/20	012				Officer (giv below)	e titleOtho	er (specify	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)					Applicable Line)			
DALLAS, T	X 75204							_X_ Form filed by Form filed by Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Da	te 2A. Dee	med	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year	) Execution	Execution Date, if any		nAcquired	(A) o	r	Securities	Form: Direct	Indirect	
(Instr. 3)		any			Code Disposed of (D)		Beneficially	(D) or	Beneficial		
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
				Code V	Amount	(D)	Price	(IIIsu. 3 and 4)			
Common Stock	02/18/2012			M	1,898 (1)	A	\$0	9,811	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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of tiorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 ar
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 12.07	02/17/2012		A	14,469		02/17/2012(2)	02/17/2022	Commo Stock
Restricted Stock Units	\$ 0	02/17/2012		A	5,078		02/17/2013(3)	02/17/2022	Commo Stock
Restricted Stock Units (DU005657)	\$ 0	02/18/2012		M		1,898 (1)	02/18/2012(3)	02/18/2021	Commo

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
WRIGHT DOREEN A 2711 NORTH HASKELL AVE SUITE 3400 DALLAS, TX 75204	X						

### **Signatures**

Richard Stephens, 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 received a total of 1,898 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- (2) The options are fully vested and immediately exercisable upon grant.
- 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 the future, subject to the terms and conditions of the award agreement. The restricted stock units vest annually, on a pro rata basis, over a three 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. 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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