

Mara Shaun
 Form 4
 February 20, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mara Shaun

(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)
 02/17/2013

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)
 Executive Vice President

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	02/17/2013		M		18,468 (1) \$ 0	40,741	D
Common Stock	02/17/2013		F		5,161 (1) \$ 16.34	35,580	D
Common Stock	02/18/2013		M		11,215 (2) \$ 0	46,795	D
Common Stock	02/18/2013		F		3,068 (2) \$ 16.34	43,727	D
Common Stock	02/18/2013		M		2,588 (3) \$ 0	46,315	D

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Common Stock 02/18/2013 F 708 ⁽³⁾ D \$ 16.34 45,607 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 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 Security (Instr. 3 and 4)
Restricted Stock Units (DU005665)	\$ 0	02/17/2013		M	18,468 ⁽¹⁾	02/17/2013 ⁽⁴⁾ 02/17/2022	Common Stock 18
Restricted Stock Units (DU005622)	\$ 0	02/18/2013		M	11,215 ⁽²⁾	02/18/2012 ⁽⁴⁾ 02/18/2021	Common Stock 11
Restricted Stock Units (DU005658)	\$ 0	02/18/2013		M	2,588 ⁽³⁾	02/18/2012 ⁽⁴⁾ 02/18/2021	Common Stock 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mara Shaun 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			Executive Vice President	

Signatures

Carman M. Callahan, Attorney-In-Fact 02/20/2013

**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 18,468 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 5,161 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 13,307 net shares of Common Stock.

(2) The reporting person received a total of 11,215 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 3,068 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 8,147 net shares of Common Stock.

(3) The reporting person received a total of 2,588 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 708 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 1,880 net shares of Common Stock.

(4) 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.

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