McCluskey Helen Form 4/A February 26, 2019

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287 January 31,

2005

0.5

Expires: Estimated average

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* McCluskey Helen

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

DEAN FOODS CO [DF] 3. Date of Earliest Transaction

(Check all applicable)

C/O DEAN FOODS COMPANY, 2711 NORTH HASKELL AVENUE, SUITE 3400 (Month/Day/Year) 11/10/2018

Officer (give title Other (specify below)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

X\_ Director

Filed(Month/Day/Year) 11/13/2018

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

DALLAS, TX 75204

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned (Instr. 4) Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

10% Owner

(A) or

Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

Common 11/10/2018 295 \$0 M A 7,199 Stock

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)

#### Edgar Filing: McCluskey Helen - Form 4/A

8. P Der Sec (Ins

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. Transactic Code (Instr. 8)	5. Number out 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
Restricted Stock Units (DU005844)	\$ 0	11/10/2018		M	295	<u>(2)</u>	(2)	Common Stock	295

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

McCluskey Helen

C/O DEAN FOODS COMPANY

X

C/O DEAN FOODS COMPANY 2711 NORTH HASKELL AVENUE, SUITE 3400 DALLAS, TX 75204

## **Signatures**

Kay F. Stockler Attorney-in-Fact 02/25/2019

\*\*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) Restricted stock units ("RSUs") convert to common stock on a one-for-one basis.
- (2) These RSUs were awarded 11/10/2015. The award vests annually, on a pro rata basis, over a 3-year period.
- (3) This amendment is filed solely to correct an error in Table II, column 9 to reflect that the number of derivative securities owned following the reported transaction is zero (0) rather than 295.

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.

Reporting Owners 2