DEAN FOODS CO Form 4 February 15, 2011

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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obligations

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

1(b).

(Print or Type Responses)

1. Name and AdWRIGHT D	Symbol	-				5. Relationship of Reporting Person(s) to Issuer					
			DEAN FOODS CO [DF]				(Check all applicable)				
(Last)	(First) (M		3. Date of Earliest Transaction								
2711 NORT	H HASKELL E 3400	(Month/D 02/12/20	,				_X_ Director Officer (gives below)		6 Owner er (specify		
	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
		Filed(Mon	Filed(Month/Day/Year)					Applicable Line)			
DALLAS, T						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of 2. Transaction Date 2A. De			3. 4. Securities				5. Amount of	6. Ownership Form: Direct	7. Nature of		
Security (Month/Day/Year) Execu		Execution Date, if					Securities	Indirect			
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)				Beneficial Ownership			
		(Wolldin Day Tear)	(Ilisti. 3) (Ilisti. 3, 4 and 3)				Following (Instr. 4) (Instr. 4)				
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	((
Common Stock	02/12/2011		M	1,001 (1)	A	\$0	6,315	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)

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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. Transactic Code (Instr. 8)	5. Number proof 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Restricted Stock Units	\$ 0	02/12/2011		M	1,001 (1)	02/12/2011(2)	02/12/2020	Common Stock	1,0

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

WRIGHT DOREEN A 2711 NORTH HASKELL AVE **SUITE 3400** DALLAS, TX 75204

X

Signatures

(DU005572)

Richard Stephens, Attorney-In-Fact

02/15/2011

**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 1,001 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- 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 (2) 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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