

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

2. Issuer Name and Ticker or Trading Symbol  
 DEAN FOODS CO [DF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2711 NORTH HASKELL AVENUE, SUITE 3400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/17/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

DALLAS, TX 75204

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

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Common Stock      02/18/2013      F      708 <sup>(3)</sup> 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 <sup>(1)</sup>   | 02/17/2013 <sup>(4)</sup> 02/17/2022                     | Common Stock 18   |
| Restricted Stock Units (DU005622)          | \$ 0   | 02/18/2013                           |  | M                              | 11,215 <sup>(2)</sup>   | 02/18/2012 <sup>(4)</sup> 02/18/2021                     | Common Stock 11   |
| Restricted Stock Units (DU005658)          | \$ 0   | 02/18/2013                           |  | M                              | 2,588 <sup>(3)</sup>  | 02/18/2012 <sup>(4)</sup> 02/18/2021                     | Common Stock 2  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Mara Shaun<br>2711 NORTH HASKELL AVENUE<br>SUITE 3400<br>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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