

DEAN FOODS CO
Form 4
March 15, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
TURNER JIM L

(Last) (First) (Middle)

JLT BEVERAGES L.P., 5950
SHERRY LANE STE 370

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2013

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)

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 or (D) Price			
Common Stock	03/13/2013		M	6,526 (1) A \$ 18.1003	328,867	D	
Common Stock	03/13/2013		F	6,493 (1) D \$ 18.2	322,374	D	
Common Stock	03/13/2013		M	8,851 (2) A \$ 14.56	331,225	D	
Common Stock	03/13/2013		F	7,081 (2) D \$ 18.2	324,144	D	
Common Stock	03/13/2013		M	15,023 (3) A \$ 10.35	339,167	D	

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Common Stock	03/13/2013	F	<u>8,544</u> (3)	D	\$ 18.2	330,623	D	
Common Stock	03/13/2013	M	<u>14,469</u> (4)	A	\$ 12.07	345,092	D	
Common Stock	03/13/2013	F	<u>9,596</u> (4)	D	\$ 18.2	335,496	D	
Common Stock						70,259	I	by Spouse <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy DF902883)	\$ 18.1003	03/13/2013		M	3,750	06/30/2003 ⁽⁶⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy DV003973)	\$ 18.1003	03/13/2013		M	324	06/30/2003 ⁽⁶⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy DV003981)	\$ 18.1003	03/13/2013		M	1,761	06/30/2003 ⁽⁶⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy T0001026)	\$ 18.1003	03/13/2013		M	691	06/30/2003 ⁽⁶⁾	06/30/2013	Common Stock
Non-Qualified Stock Option	\$ 14.56	03/13/2013		M	8,851	02/12/2010 ⁽⁶⁾	02/12/2020	Common Stock

(right to buy
DF007269)

Non-Qualified
Stock Option
(right to buy
DF007333)

\$ 10.35

03/13/2013

M

15,023

02/18/2011⁽⁶⁾

02/18/2021

Common
Stock

Non-Qualified
Stock Option
(right to buy
DF007385)

\$ 12.07

03/13/2013

M

14,469

02/17/2012⁽⁶⁾

02/17/2022

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER JIM L JLT BEVERAGES L.P. 5950 SHERRY LANE STE 370 DALLAS, TX 75225	X			

Signatures

Carman M. Callahan,
Attorney-In-Fact

03/15/2013

**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).

The reporting person exercised options totaling 6,526 shares of Common Stock of the Issuer. A total of 6,493 shares were surrendered to

(1) satisfy the exercise price of such options associated with such exercise, resulting in the issuance of a total of 33 net shares of Common Stock.

The reporting person exercised options totaling 8,851 shares of Common Stock of the Issuer. A total of 7,081 shares were surrendered to

(2) satisfy the exercise price of such options associated with such exercise, resulting in the issuance of a total of 1,770 net shares of Common Stock.

The reporting person exercised options totaling 15,023 shares of Common Stock of the Issuer. A total of 8,544 shares were surrendered to

(3) satisfy the exercise price of such options associated with such exercise, resulting in the issuance of a total of 6,479 net shares of Common Stock.

The reporting person exercised options totaling 14,469 shares of Common Stock of the Issuer. A total of 9,596 shares were surrendered to

(4) satisfy the exercise price of such options associated with such exercise, resulting in the issuance of a total of 4,873 net shares of Common Stock.

(5) The reporting person disclaims beneficial ownership of all shares not directly owned by him.

(6) The options are fully vested and immediately exercisable upon grant.

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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