DEAN FOODS CO Form 4 January 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Wiseman Robert Tennant

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) DEAN FOODS CO [DF] 3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

12/31/2014

(Check all applicable)

C/O DEAN FOODS

COMPANY, 2711 NORTH HASKELL AVENUE, SUITE 3400

(State)

Officer (give title

_X__ Director

10% Owner _ Other (specify

(Street)

(Zin)

4. If Amendment, Date Original

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

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75204

(City)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			` ′	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
,		(Month/Day/Year)	(Instr. 8)	· / /			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	10/21/2014			2,106	` ′		16 227	D		
Stock	12/31/2014		A	<u>(1)</u>	A	\$ 0	16,227	D		
Common	10/01/0014			214(2)		\$	16012			
Stock	12/31/2014		F	214 (2)	D	19.38	16,013	D		
Common	10/01/0014			211 (2)		\$	15.000			
Stock	12/31/2014		F	211 (3)	D	\$ 19.38	15,802	D		

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

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(9-02)

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	-	of	Number		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

X

Signatures

Carman M. Callahan, Attorney-In-Fact

01/05/2015

**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).
- These are shares of restricted stock issued in payment of fees owed for services as an independent director. All such shares are subject to vesting in three equal increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter, however, voting and dividend rights attach immediately on the entire number of shares issued.
- A total of 214 shares were surrendered to satisfy tax obligations of the reporting person in connection with the vesting of restricted stock awards.
- (3) A total of 211 shares were surrendered to satisfy tax obligations of the reporting person in connection with the vesting of restricted stock awards

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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