

DEAN FOODS CO
Form 4
February 18, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
NEVARES HECTOR M

(Last) (First) (Middle)
BOLIVIA 33 -- SUITE 303
(Street)

HATO REY, PR 00917

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2015

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)
Common Stock	02/13/2015		M	(A) or (D) 2,827 (1)	\$ 0 91,142 (4)	D	
Common Stock	02/15/2015		M	(A) or (D) 2,597 (2)	\$ 0 93,739 (4)	D	
Common Stock	02/17/2015		M	(A) or (D) 1,955 (3)	\$ 0 95,694 (4)	D	

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

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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (DU005781)	\$ 0	02/13/2015		M	2,827 ₍₁₎	02/13/2015 ⁽⁵⁾	02/13/2024	Common Stock
Restricted Stock Units (DU705746)	\$ 0	02/15/2015		M	2,597 ₍₂₎	02/15/2014 ⁽⁵⁾	02/15/2023	Common Stock
Restricted Stock Units	\$ 0	02/16/2015		A	6,403	02/16/2016 ⁽⁵⁾	02/16/2025	Common Stock
Restricted Stock Units (DU705708)	\$ 0	02/17/2015		M	1,955 ₍₃₎	02/17/2013 ⁽⁵⁾	02/17/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEVARES HECTOR M BOLIVIA 33 -- SUITE 303 HATO REY, PR 00917		X		

Signatures

Carman M. Callahan,
Attorney-In-Fact

02/18/2015

__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).

(1) The reporting person received a total of 2,827 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.

(2) The reporting person received a total of 2,597 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.

(3)

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The reporting person received a total of 1,955 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.

- (4) Includes 5,124 shares of common stock from restricted stock units that have vested, and the reporting person has elected to defer receipt until he is no longer a member of the Issuer's Board of Directors.

- (5) 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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