

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 *
VOPNI SCOTT K

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)
02/13/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP/CAO & Investor Relations

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/13/2015		M		3,601 (1)	A	\$ 0 18,277.5 D
Common Stock	02/13/2015		F		1,059 (1)	D	\$ 16.19 17,168.5 D
Common Stock	02/15/2015		M		4,328 (2)	A	\$ 0 21,496.5 D
Common Stock	02/15/2015		F		1,156 (2)	D	\$ 16.19 20,340.5 D

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

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(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
Restricted Stock Units (DU005765) <u>(3)</u>	\$ 0	02/13/2015		M	3,601 <u>(1)</u>	02/13/2015 ⁽⁴⁾	02/13/2024	Common Stock
Restricted Stock Units (DU705728) <u>(3)</u>	\$ 0	02/15/2015		M	4,328 <u>(2)</u>	02/15/2014 ⁽⁴⁾	02/15/2023	Common Stock
Restricted Stock Units <u>(3)</u>	\$ 0	02/16/2015		A	14,007	02/16/2016 ⁽⁴⁾	02/16/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOPNI SCOTT K 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			SVP/CAO & Investor Relations	

Signatures

Kay F. Stockler, 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)

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The reporting person received a total of 3,601 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 1,059 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 2,542 net shares of Common Stock.

- (2) The reporting person received a total of 4,328 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 1,156 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 3,172 net shares of Common Stock.
- (3) The reporting person 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.
- (4) The restricted stock units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary date of the 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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