**DEAN FOODS CO** Form 4 October 20, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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obligations

may continue.

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Braun C Shay			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
			DEAN FOODS CO [DF]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
2711 NORTH HASKELL AVENUE, SUITE 3400			(Month/Day/Year) 10/15/2015	Director 10% OwnerX Officer (give title Other (specify below)  SVP, Operations & Procurement		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DALLAS, TX 75204			Filed(Month/Day/Year)  Applicable Line)  _X_ Form filed by One Repor  Form filed by More than one Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	uired. Disposed of, or Beneficially Owne		

(Ci	ty)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3	y		ransaction Date 2A. Deemed onth/Day/Year)  Execution Date, if any (Month/Day/Year)		4. Securities Acquired ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8)			Securities F Beneficially (I Owned In Following (I Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Comm Stock		10/15/2015		M	58 (1)	A	\$ 0	19,433	D		
Comm	non	10/15/2015		F	16 (1)	D	\$ 18.01	19,417	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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Underlying (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (DU005753)	\$ 0	10/15/2015		M	58 (1)	10/15/2014(3)	10/15/2023	Common Stock	58 (1)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Braun C Shay 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			SVP, Operations & Procurement				

## **Signatures**

(2)

Kay F. Stockler, Attorney-in-Fact

\*\*Signature of Reporting Person Da

## **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 received a total of 58 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of (1) restricted stock units ("RSUs"). A total of 16 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 42 net shares of Common Stock.
- (2) The reporting person previously received an award of RSUs 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.
- (3) The RSUs 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. 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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