Edgar Filing: DEAN FOODS CO - Form 4

Form 4											
February 22, FORM	1	D STATES	S SECUR	ITIES A	ND EXC	CHAI	NGE	COMMISSION		PPROVAL	
Charle 4h	- b		Was	hington,	D.C. 205	549			Number:	3235-0287	
Check this if no long subject to Section 10 Form 4 or	er STAT .		C OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						burden hou	Expires:January 31, 2005Estimated averageburden hours per response0.5	
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section	7(a) of the		ility Hold	ling Com	pany	Act o	ge Act of 1934, f 1935 or Sectic 40	on		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person [*] HILL JANET (Last) (First) (Middle) ALEXANDER & ASSOCIATES, 400 C STREET, N.E.			2. Issuer Name and Ticker or Trading Symbol DEAN FOODS CO [DF]				g	5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 02/17/2012					X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
WASHING	FON, DC 200	02						Person	whole than one Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if instr. 3) any			3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				SecuritiesHBeneficially(OwnedH	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/18/2012			Code V M	Amount 1,898 (1)	(A) or (D) A	Price \$ 0	Transaction(s) (Instr. 3 and 4) 33,563	D		
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form 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)

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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. Transactio Code (Instr. 8)	 5. Number of tiorDerivative 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 (Instr. 3 an
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified StockOption (right to buy)	\$ 12.07	02/17/2012		А	14,469		02/17/2012(2)	02/17/2022	Commo Stock
Restricted Stock Units	\$ 0	02/17/2012		А	5,078		02/17/2013(3)	02/17/2022	Commo Stock
Restricted Stock Units (DU005652)	\$ 0	02/18/2012		М		1,898 (1)	02/18/2012 <u>(3)</u>	02/18/2021	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HILL JANET ALEXANDER & ASSOCIATES 400 C STREET, N.E. WASHINGTON, DC 20002	Х						
Signatures							
Katherine K. Connell, Attorney-In-Fact		02/22/2012					
**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 1,898 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- (2) The options are fully vested and immediately exercisable upon grant.

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(3) 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 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.