

WHITEWAVE FOODS Co
Form 4
May 21, 2013

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 *
DEAN FOODS CO

2. Issuer Name and Ticker or Trading Symbol
WHITEWAVE FOODS Co
[WWAV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2711 NORTH HASKELL AVENUE, SUITE 3400

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2013

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
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 Indirect Ownership (Instr. 4)	
				Code	V	Amount	(D)	Price
Class A Common Stock	05/17/2013		C	82,086,000	A	(\$)	82,086,000	D
Class A Common Stock	05/17/2013		J ⁽²⁾	47,686,000	D	\$ 0	34,400,000	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. 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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock	<u>(1)</u>	05/17/2013		C	82,086,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	82,086,
Class B Common Stock	<u>(1)</u>	05/17/2013		J ⁽²⁾	67,914,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	67,914,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEAN FOODS CO 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			X	

Signatures

Katherine K. Connell, Assistant Secretary
05/21/2013

**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) Class B Common Stock is convertible at any time on a one-for-one basis, at the holder's election, and has no expiration date. The reporting person has elected to effect such conversion immediately prior to the distribution reported below in note (2).
- (2) The reporting person will distribute the shares to its shareholders as a pro-rata dividned on shares of its common stock outstanding at the close of business on May 17, 2013, which distribution will be effected on May 23, 2013.

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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