

DEAN FOODS CO  
Form 4  
June 05, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
DAVIS TOM C

(Last) (First) (Middle)

500 CRESCENT COURT, SUITE 270

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/03/2013

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/03/2013		M		30,151	A	\$ 7.83 47,424
Common Stock	06/03/2013		S		30,151	D	\$ 10.3142 17,273 (1)
Common Stock	06/04/2013		M		33,427	A	\$ 5.22 50,700
Common Stock	06/04/2013		S		33,427	D	\$ 10.5285 17,273 (2)

Edgar Filing: DEAN FOODS CO - Form 4

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.**

SEC 1474  
(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
Non-Qualified Stock Option (right to buy NF702875)	\$ 7.83 <sup>(3)</sup>	06/03/2013		M	17,326 <sup>(3)</sup>	06/30/2003 <sup>(4)</sup>	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy TF700782)	\$ 7.83 <sup>(3)</sup>	06/03/2013		M	3,192 <sup>(3)</sup>	06/30/2003 <sup>(4)</sup>	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy VF700784)	\$ 7.83 <sup>(3)</sup>	06/03/2013		M	1,499 <sup>(3)</sup>	06/30/2003 <sup>(4)</sup>	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy VF700789)	\$ 7.83 <sup>(3)</sup>	06/03/2013		M	8,134 <sup>(3)</sup>	06/30/2003 <sup>(4)</sup>	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy NF707378)	\$ 5.22 <sup>(3)</sup>	06/04/2013		M	33,427 <sup>(3)</sup>	02/17/2012 <sup>(4)</sup>	02/17/2022	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS TOM C 500 CRESCENT COURT	X			

SUITE 270  
DALLAS, TX 75201

## Signatures

Katherine K. Connell,  
Attorney-In-Fact

06/05/2013

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.31 to \$10.325, inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.52 to \$10.545, inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) Due to the spin-off of a portion of the Issuer's ownership interest in The WhiteWave Foods Company on May 23, 2013, the reporting person's number of options and exercise price has been adjusted to preserve the pre-spin intrinsic value of the award.

(4) The options are fully vested and immediately exercisable upon 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.