DEAN FOODS CO Form 4 June 06, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

VOPNI SCOTT K			Symbol DEAN FOODS CO [DF]			I	Issuer			
(Last)	(First)	(Middle)			Transaction			(Check	all applicable)
2711 NORTH HASKELL AVENUE, SUITE 3400			(Month/Day/Year) 06/04/2013				_	Director 10% Owner _X Officer (give title Other (specify below) Senior Vice President and		
	(Street)		4. If Am	endment, I	Date Origina	al	6	. Individual or Join	nt/Group Filin	g(Check
			Filed(Mo	onth/Day/Ye	ar)			Applicable Line)	a Domoutino Doe	
DALLAS,					_	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tak	ole I - Non	-Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	4. Securities Acquired (A) DISTORY DISPOSED OF (D) (Instr. 3, 4 and 5) (A) OF		(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
_				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	06/04/2013			M	12,826	A	\$ 6.3	31,056	D	
Common Stock	06/04/2013			M	20,510	A	\$ 4.48	51,566	D	
Common Stock	06/04/2013			M	15,194	A	\$ 5.22	66,760	D	
Common Stock	06/04/2013			S	48,530	D	\$ 10.5116 (1)	18,230	D	

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy DF707239)	\$ 6.3 (2)	06/04/2013		M	12,826 (2)	02/12/2011(3)	02/12/2020	Common Stock	
Non-Qualified Stock Option (right to buy DF707290)	\$ 4.48 (2)	06/04/2013		M	20,510 (2)	02/18/2012(3)	02/18/2021	Common Stock	
Non-Qualified Stock Option (right to buy DF707364)	\$ 5.22 (2)	06/04/2013		M	15,194 (2)	02/17/2013(3)	02/17/2022	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Dimonton	100/ Orrman	Officer	Othor		

Director 10% Owner Officer Other

VOPNI SCOTT K 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204

Senior Vice President and

Signatures

Katherine K. Connell, Attorney-in-Fact 06/06/2013

**Signature of Reporting Person Date

Reporting Owners 2

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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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.47 to \$10.5401, 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
- 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) 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.
- (3) The shares of Common Stock subject to the Option vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date, subject to the terms and conditions of the award agreement.

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.