ENGLES GREGG L

Form 4

January 18, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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OMB APPROVAL

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

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

burden hours per response...

1(b).

Common

Common

Stock

Stock

01/15/2011

01/15/2011

(Print or Type Responses)

ENGLES GREGG L Sy			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer		
	DEA	DEAN FOODS CO [DF]				(Check all applicable)			
(Last)	(First) (M		3. Date of Earliest Transaction						
2711 NORT AVE, SUIT	`	(Month/Day/Year) 01/13/2011				X Director 10% OwnerX Officer (give title Other (specify below) Chairman of the Board and			
	(Street) 4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)						Applicable Line) _X_Form filed by One Reporting Person			
DALLAS,	ГХ 75204						Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Ta	ble I - Non-I	Derivative S	Securi	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ion Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V		(D)	Price	(Instr. 3 and 4)		
Common Stock	01/13/2011		M	26,157 (1)	A	\$0	2,501,601	D	
Common Stock	01/13/2011		F	7,177 (1)	D	\$ 9.96	2,494,424	D	

27,000

7,142

(2)

(2)

M

F

\$0

2,521,424

2,514,282

A

D

D

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Restricted Stock Units (DU003749)	\$ 0	01/13/2011		M	17,800 (1)	01/13/2007(3)	01/13/2016	Common Stock	17
Restricted Stock Units (DV005425)	\$ 0	01/13/2011		M	8,357 (1)	01/13/2007(3)	01/13/2016	Common Stock	8
Restricted Stock Units (DU004303)	\$ 0	01/15/2011		M	27,000 (2)	01/15/2009(3)	01/15/2018	Common Stock	27

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ENGLES GREGG L 2711 NORTH HASKELL AVE SUITE 3400 DALLAS, TX 75204	X		Chairman of the Board and				

Signatures

Richard Stephens, Attorney
In Fact
01/18/2011

**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)

Reporting Owners 2

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The reporting person received a total of 26,157 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 7,177 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 18,980 net shares of Common Stock.

- The reporting person received a total of 27,000 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of (2) restricted stock units. A total of 7,142 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 19,858 net shares of Common Stock.
- 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 units vest annually, on a pro rata basis, over a five year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.

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.