DEAN FOODS CO Form 4 May 26, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NEVARES HECTOR M			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			DEAN FOODS CO [DF]				
(Last)	(First)	(First) (Middle) 3. Date of Earliest Transaction					
BOLIVIA 33	3 SUITE 30	03	(Month/Day/Year) 05/24/2011	X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HATO REY	, PR 00917		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			
1.001.1 6 /) T D		1 0 46 11 4 11/4) 5 A . C . C			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securitie	ies Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acqui corr Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D)	` ′	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)
Common Stock	05/24/2011		M	39,157 A \$ 10	S 10.1707	467,609	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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Underlying (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DV002995)	\$ 10.1707	05/24/2011		M	10,564	06/29/2001(1)	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy-TO000646)	\$ 10.1707	05/24/2011		M	4,146	06/29/2001(1)	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy-SF002506)	\$ 10.1707	05/24/2011		M	22,500	06/29/2001(1)	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy-DV003004)	\$ 10.1707	05/24/2011		M	1,947	06/29/2001(1)	06/29/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner France / Francess	Director	10% Owner	Officer	Other		
NEVARES HECTOR M BOLIVIA 33 SUITE 303 HATO REY, PR 00917	X					

Signatures

Richard Stephens, as Attorney-In-Fact

05/26/2011

**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) 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.

Reporting Owners 2

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