

DEAN FOODS CO
Form 4
June 03, 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 *
TURNER JIM L

(Last) (First) (Middle)

JLT BEVERAGES L.P., 5950
SHERRY LANE STE 370

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2013

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	05/30/2013		M	15,075 (1) A \$ 7.83	85,334	I	by Spouse. (3)
Common Stock	05/30/2013		F	11,300 (1) D \$ 10.5656 (2)	74,034	I	by Spouse. (3)
Common Stock					337,663	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)

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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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy NF702883)	\$ 7.83 ⁽⁴⁾	05/30/2013		M	8,663 ⁽⁴⁾	06/30/2003 ⁽⁵⁾ 06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy TF701025)	\$ 7.83 ⁽⁴⁾	05/30/2013		M	1,596 ⁽⁴⁾	06/30/2003 ⁽⁵⁾ 06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy VF703992)	\$ 7.83 ⁽⁴⁾	05/30/2013		M	748 ⁽⁴⁾	06/30/2003 ⁽⁵⁾ 06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy VF703993)	\$ 7.83 ⁽⁴⁾	05/30/2013		M	4,068 ⁽⁴⁾	06/30/2003 ⁽⁵⁾ 06/30/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER JIM L JLT BEVERAGES L.P. 5950 SHERRY LANE STE 370 DALLAS, TX 75225		X		

Signatures

Carman M. Callahan,
Attorney-In-Fact

06/03/2013

__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).

The reporting person's spouse exercised options totalling 15,075 shares of Common Stock of the Issuer A total of 11,300 shares were
(1) surrendered to satisfy the exercise price of such options associated with such exercise, resulting in the issuance of a total of 3,775 net shares of Common Stock.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from
(2) \$10.5600 to \$10.5700, 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 purchased at each separate price within the ranges set forth in this footnote.

(3) The reporting person disclaims beneficial ownership of all shares not directly owned by him.

(4) 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.

(5) 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.

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