

DEAN FOODS CO
Form 4
June 19, 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 *
MUSE JOHN R

(Last) (First) (Middle)

200 CRESCENT COURT, SUITE 1600

(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)
06/17/2013

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)
Common Stock	06/17/2013		M	(A) 30,151 (1)	\$ 7.83 395,645	D	
Common Stock	06/17/2013		F	(D) 22,901 (1)	\$ 10.31 372,744	D	
Common Stock					2,550	I	by Spouse (2)
Common Stock					2,000	I	by minor children sharing household. (2)

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

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(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 NF702880)	\$ 7.83 ⁽³⁾	06/17/2013		M	17,326 ⁽³⁾	06/30/2003 ⁽⁴⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy TF700784)	\$ 7.83 ⁽³⁾	06/17/2013		M	3,192 ⁽³⁾	06/30/2003 ⁽⁴⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy VF702934)	\$ 7.83 ⁽³⁾	06/17/2013		M	1,499 ⁽³⁾	06/30/2003 ⁽⁴⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy VF702946)	\$ 7.83 ⁽³⁾	06/17/2013		M	8,134 ⁽³⁾	06/30/2003 ⁽⁴⁾	06/30/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUSE JOHN R 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		

Signatures

Carman M. Callahan,
Attorney-In-Fact

06/19/2013

__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 exercised options totaling 30,151 shares of Common Stock of the Issuer. A total of 22,901 shares were surrendered
- (1) to satisfy the exercise price of such options associated with such exercise, resulting in the issuance of a total of 7,250 net shares of Common Stock.
 - (2) The reporting person disclaims beneficial ownership of all shares not directly owned by him.
 - (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.