DEAN FOODS CO Form 4 October 02, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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

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(b).

1. Name and Address of Reporting Person * Wiseman Robert Tennant

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) DEAN FOODS CO [DF] 3. Date of Earliest Transaction

(Check all applicable)

C/O DEAN FOODS COMPANY, 2711 NORTH

(State)

09/30/2014

X_ Director 10% Owner Other (specify Officer (give title

HASKELL AVENUE, SUITE 3400 (Street)

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Filed(Month/Day/Year)

(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

DALLAS, TX 75204

(City)

		Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficientially Owned								
1.Title of	2. Transaction Date		3.	4. Securities Acquired on(A) or Disposed of (D)		5. Amount of	6. Ownership			
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	(Instr. 3,		` ′	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
					or		Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(Instr. 5 and 4)			
Common Stock	09/30/2014		A	2,463 (1)	A	\$0	14,564	D		
Common Stock	09/30/2014		F	443 (2)	D	\$ 13.25	14,121	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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nur of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Wiseman Robert Tennant C/O DEAN FOODS COMPANY 2711 NORTH HASKELL AVENUE, SUITE 3400 DALLAS, TX 75204



Signatures

Carman M. Callahan, Attorney-In-Fact

10/02/2014

**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).
- These are shares of restricted stock issued in payment of fees owed for services as an independent director. All such shares are subject to (1) vesting in three equal increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter, however, voting and dividend rights attach immediately on the entire number of shares issued.
- A total of 443 shares were surrendered to satisfy tax obligations of the reporting person in connection with the vesting of restricted stock **(2)**

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.

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