**DEAN FOODS CO** Form 4 December 05, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

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

obligations

may continue.

Check this box

**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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DAVIS TOM C Issuer Symbol DEAN FOODS CO [DF] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify Officer (give title 2711 NORTH HASKELL 12/04/2013 below) **AVENUE, SUITE 3400** (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

DALLAS, TX 75204

(State)

(Zin

(City)

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities 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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	12/04/2013		M	10,224	A	\$ 12.6	18,860 (1)	D	
Common Stock	12/04/2013		M	17,353	A	\$ 8.96	36,213	D	
Common Stock	12/04/2013		S	27,577	D	\$ 18.5002	8,636	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 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 or 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 Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy NF707262)	\$ 12.6 (3)	12/04/2013		M	10,224	02/12/2010(4)	02/12/2020	Common Stock
Non-Qualified Stock Option (right to buy NF707326)	\$ 8.96 (3)	12/04/2013		M	17,353 (3)	02/18/2011(4)	02/18/2021	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

DAVIS TOM C

2711 NORTH HASKELL AVENUE SUITE 3400

DALLAS, TX 75204

### **Signatures**

Kay F. Stockler, Attorney-In-Fact

\*\*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).
- On August 26, 2013, the Common Stock of Dean Foods Company was adjusted to reflect a 1-for-2 reverse stock split. This line item (1) reports the number of shares beneficially owned by the reporting person after adjustment for the reverse stock split, including the reporting person's receipt of cash in lieu of fractional shares.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.505, 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 sold at each separate price within the ranges set

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forth in this footnote.

- These option awards have been adjusted (a) to preserve the intrinsic value of awards existing prior to the spin-off of a portion of the (3) Issuer's ownership interest in The WhiteWave Foods Company on May 23, 2013 and (b) to reflect the reverse stock split on August 26, 2013.
- (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.