

DEAN FOODS CO
Form 4
January 08, 2014

FORM 4

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

OMB APPROVAL

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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 *
Devine Martin J

(Last) (First) (Middle)
2711 NORTH HASKELL AVENUE, SUITE 3400
(Street)

DALLAS, TX 75204

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2014

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)
Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/06/2014		M		33,161	A	\$ 15.5
Common Stock	01/06/2014		F		30,381 <u>(1)</u>	D	\$ 17.61

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy DF703024)	\$ 15.5 ⁽²⁾	01/06/2014		M	1,465	01/13/2005 ⁽³⁾ 01/13/2014	Common Stock
Non-Qualified Stock Option (Right to Buy DF703025)	\$ 15.5 ⁽²⁾	01/06/2014		M	15,352	01/13/2005 ⁽³⁾ 01/13/2014	Common Stock
Non-Qualified Stock Option (Right to Buy TF700173)	\$ 15.5 ⁽²⁾	01/06/2014		M	2,240	01/13/2005 ⁽³⁾ 01/13/2014	Common Stock
Non-Qualified Stock Option (Right to Buy TF700174)	\$ 15.5 ⁽²⁾	01/06/2014		M	227	01/13/2005 ⁽³⁾ 01/13/2014	Common Stock
Non-Qualified Stock Option (Right to Buy TF700972)	\$ 15.5 ⁽²⁾	01/06/2014		M	2,828	01/13/2005 ⁽³⁾ 01/13/2014	Common Stock
Incentive Stock Option (Right to Buy TF701766)	\$ 15.5 ⁽²⁾	01/06/2014		M	455	01/13/2005 ⁽³⁾ 01/13/2014	Common Stock
Incentive Stock Option (Right to Buy VF700807)	\$ 15.5 ⁽²⁾	01/06/2014		M	688	01/13/2005 ⁽³⁾ 01/13/2014	Common Stock
Non-Qualified Stock Option (Right to Buy VF700810)	\$ 15.5 ⁽²⁾	01/06/2014		M	1,052	01/13/2005 ⁽³⁾ 01/13/2014	Common Stock
	\$ 15.5 ⁽²⁾	01/06/2014		M	7,207	01/13/2005 ⁽³⁾ 01/13/2014	

Non-Qualified Stock Option (Right to Buy VF700814)								Common Stock
Incentive Stock Option (Right to Buy VF700823)	\$ 15.5 ⁽²⁾	01/06/2014	M	213	01/13/2005 ⁽³⁾	01/13/2014		Common Stock
Non-Qualified Stock Option (Right to Buy VF700825)	\$ 15.5 ⁽²⁾	01/06/2014	M	1,328	01/13/2005 ⁽³⁾	01/13/2014		Common Stock
Non-Qualified Stock Option (Right to Buy VF700828)	\$ 15.5 ⁽²⁾	01/06/2014	M	106	01/13/2005 ⁽³⁾	01/13/2014		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Devine Martin J 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			Executive Vice President	

Signatures

Kay F. Stockler,
Attorney-In-Fact

01/08/2014

 **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).
- (1) The reporting person exercised options totalling 33,161 shares of Common Stock of the Issuer. A total of 30,381 shares were surrendered to satisfy the exercise price of such options and taxes associated with such exercise, resulting in the issuance of a total of 2,780 net shares of Common Stock.
- (2) 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 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.
- (3) The shares of Common Stock subject to the Option vested annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date, subject to the terms and conditions of the award agreement.

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.