Kemps Steven J Form 4 February 20, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

3235-0287

Estimated average burden hours per

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

1(b).

Common

Common

Common

Stock

Stock

Stock

02/17/2013

02/18/2013

02/18/2013

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person *

Kemps Steven J					8	Issuer				
		DEAN	FOODS C	CO [DF]		(Chec	ck all applicable	2)		
(Last)	(First) (I	Middle) 3. Date of	of Earliest Tr	ansaction						
		(Month/	Day/Year)			Director		Owner		
	TH HASKELL	02/17/2	2013			_X_ Officer (give below)	e title Othe below)	er (specify		
AVENUE,	SUITE 3400					· · · · · · · · · · · · · · · · · · ·	eneral Counsel	and		
	(Street)	4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS, 7	ΓX 75204					•	More than One Re			
(City)	(State)	(Zip) Tab	ole I - Non-D	erivative S	Securities A	cquired, Disposed o	f, or Beneficial	ly Owned		
1.Title of 2. Transaction Date 2A. De		2A. Deemed	med 3. 4. Securities Acquired			5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	* * * * * * * * * * * * * * * * * * * *				Ownership	Indirect		
(Instr. 3) any		any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			Beneficially Owned	Beneficially Form: Direct Benefici			
		(Month/Day/Tear)	(Instr. 8)			Following	(D) or Indirect (I)	Ownership (Instr. 4)		
					(A)	Reported	(Instr. 4)	, , ,		
					(A) or	Transaction(s)				
			Code V	Amount	(D) Pric	(Instr. 3 and 4)				
Common Stock	02/17/2013		M	15,390 (1)	A \$0	21,289	D			

4,188

13,803

3,776

(2)

(1)

17,101

30,904

27,128

\$0

A

D

D

D

D

F

M

F

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

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SEC 1474 (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. 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Restricted Stock Units (DU005668)	\$ 0	02/17/2013		M		15,390 (1)	02/17/2013(3)	02/17/2022	Common Stock	15
Restricted Stock Units (DU005624)	\$ 0	02/18/2013		M		13,803 (2)	02/18/2012(3)	02/18/2021	Common Stock	13

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kemps Steven J

2711 NORTH HASKELL AVENUE

SUITE 3400

DALLAS, TX 75204

EVP, General Counsel and

Signatures

Katherine K. Connell, Attorney
In Fact

**Signature of Reporting Person

02/20/2013 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 received a total of 15,390 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of (1) restricted stock units. A total of 4,188 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 11,202 net shares of Common Stock.
- (2) The reporting person received a total of 13,803 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 3,776 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance

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of a total of 10,027 net shares of Common Stock.

The reporting person has received an award of restricted stock units, which is the right to receive shares of Common Stock of the Issuer in (3) the future, subject to the terms and conditions of the award agreement. The units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date.

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.