

Braun C Shay
 Form 4
 January 17, 2013

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 *
 Braun C Shay

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/15/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Procurement &

DALLAS, TX 75204

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/15/2013		M	540 ⁽¹⁾	\$ 0	540	D
Common Stock	01/15/2013		F	177 ⁽¹⁾	\$ 17.84	363	D
Common Stock	01/15/2013		M	200 ⁽²⁾	\$ 0	563	D
Common Stock	01/15/2013		F	66 ⁽²⁾	\$ 17.84	497	D

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units (DU004181)	\$ 0	01/15/2013		M	540 (1)	01/15/2009 ⁽³⁾ 01/15/2018	Common Stock	540
Restricted Stock Units (DU004182)	\$ 0	01/15/2013		M	200 (2)	01/15/2009 ⁽³⁾ 01/15/2018	Common Stock	200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Braun C Shay 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			SVP, Procurement &	

Signatures

Carman M. Callahan,
Attorney-in-Fact

01/17/2013

**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 received a total of 540 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of (1) restricted stock units. A total of 177 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 363 net shares of Common Stock.

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(2) The reporting person received a total of 200 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 66 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 134 net shares of Common Stock.

(3) 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 the future, subject to the terms and conditions of the award agreement. The restricted stock units vest annually, on a pro rata basis, over a five 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.

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