DEAN FOODS CO Form 4 February 20, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

NEVARES HECTOR M 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 **BOLIVIA 33 -- SUITE 303** 02/15/2013 (Street) 6. Individual or Joint/Group Filing(Check

2. Issuer Name and Ticker or Trading

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

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

5. Relationship of Reporting Person(s) to

Person

HATO REY, PR 00917

(City)	(State) (2	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	ionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
				(A) or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/17/2013		M	1,693 (1)	A	\$0	475,284 (3)	D	
Common Stock	02/18/2013		M	1,898 (2)	A	\$0	477,182 (3)	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)

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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 orDerivative Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and At Underlying Se (Instr. 3 and 4
						(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	02/15/2013		Code V A	(A) 6,745	(D)	02/15/2014(4)	02/15/2023	Common Stock
Restricted Stock Units (DU005708)	\$ 0	02/17/2013		M		1,693 (1)	02/17/2013(4)	02/17/2022	Common Stock
Restricted Stock Units (DU005655)	\$ 0	02/18/2013		M		1,898 (2)	02/18/2012(4)	02/18/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
NEVARES HECTOR M BOLIVIA 33 SUITE 303 HATO REY, PR 00917	X					

Signatures

Carman M. Callahan, 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).
- (1) The reporting person received a total of 1,693 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- (2) The reporting person received a total of 1,898 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- (3) Includes 4,438 shares of common stock from restricted stock units that have vested, and the reporting person has elected to defer receipt until he is no longer a member of the Issuer's Board of Directors.
- 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 (4) 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 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.

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