**DEAN FOODS CO** Form 4 January 08, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

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response... 0.5

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

Check this box

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 See Instruction

(Print or Type Responses)

1(b).

may continue.

1. Name and Address of Reporting Person * Devine Martin J			2. Issuer Name <b>and</b> Ticker or Trading Symbol DEAN FOODS CO [DF]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
2711 NORTH			(Month/Day/Year) 01/06/2014	Director 10% Owner _X Officer (give title Other (specify below)  Executive Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DALLAS, TX	75204		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	Derivative S	Securi	ities Acqu	ired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/06/2014		M	33,161	A	\$ 15.5	49,692	D	
Common Stock	01/06/2014		F	30,381 (1)	D	\$ 17.61	19,311	D	

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Code	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
Incentive Stock Option (right to buy DF703024)	\$ 15.5 <u>(2)</u>	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 <u>(2)</u>	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 <u>(2)</u>	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 <u>(2)</u>	01/06/2014		M	227	01/13/2005(3)	01/13/2014	Common Stock
Non-Qualified Stock Option (Right to Buy TF700972)	\$ 15.5 <u>(2)</u>	01/06/2014		M	2,828	01/13/2005(3)	01/13/2014	Common Stock
Incentive Stock Option (Right to Buy TF701766)	\$ 15.5 <u>(2)</u>	01/06/2014		M	455	01/13/2005(3)	01/13/2014	Common Stock
Incentive Stock Option (Right to Buy VF700807)	\$ 15.5 <u>(2)</u>	01/06/2014		M	688	01/13/2005(3)	01/13/2014	Common Stock
Non-Qualified Stock Option (Right to Buy VF700810)	\$ 15.5 <u>(2)</u>	01/06/2014		M	1,052	01/13/2005(3)	01/13/2014	Common Stock
	\$ 15.5 <u>(2)</u>	01/06/2014		M	7,207	01/13/2005(3)	01/13/2014	

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Non-Qualified Stock Option (Right to Buy VF700814)						Common Stock
Incentive Stock Option (Right to Buy VF700823)	\$ 15.5 <u>(2)</u>	01/06/2014	M	213	01/13/2005(3) 01/13/2014	Common Stock
Non-Qualified Stock Option (Right to Buy VF700825)	\$ 15.5 <u>(2)</u>	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 <u>(2)</u>	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).
- The reporting person exercised options totalling 33,161 shares of Common Stock of the Issuer. A total of 30,381 shares were surrendered (1) 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.
- 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 (2) 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.

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