

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/06/2014		M	33,161	A \$ 15.5	49,692	D
Common Stock	01/06/2014		F	30,381 <u>(1)</u>	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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(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	

