**DEAN FOODS CO** Form 4 February 18, 2015

# 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:

Expires:

Form filed by More than One Reporting

January 31, 2005

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Check this box

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(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MUSE JOHN R Issuer Symbol DEAN FOODS CO [DF] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title Other (specify 200 CRESCENT COURT, SUITE 02/13/2015 below) 1600 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### DALLAS, TX 75201

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/13/2015		M	2,827 (1)	A	\$0	208,920	D	
Common Stock	02/15/2015		M	2,597 (2)	A	\$0	211,517	D	
Common Stock							1,275	I	by Spouse. $\underline{^{(3)}}$

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

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#### number.

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. Numb orDerivatir Securitie Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	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
Restricted Stock Units (DU005780)	\$ 0	02/13/2015		M	(-7)	2,827 (1)	02/13/2015(5)	02/13/2024	Common Stock
Restricted Stock Units (DU705745)	\$ 0	02/15/2015		M		2,597 (2)	02/15/2014(5)	02/15/2023	Common Stock
Restricted Stock Units	\$ 0	02/16/2015		A	6,403		02/16/2016	02/16/2025	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MUSE JOHN R							
200 CRESCENT COURT, SUITE 1600	X						
DALLAS, TX 75201							

## **Signatures**

Kay F. Stockler, Attorney-In-Fact 02/18/2015

\*\*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 2,827 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 2,597 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.

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- (3) The reporting person disclaims beneficial ownership of all shares not directly owned by him.
- (4) The reporting person 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.
- (5) 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.