

DEAN FOODS CO
Form 4
February 17, 2016

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 *
VOPNI SCOTT K

(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)
02/13/2016

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)
SVP, Finance & CAO

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	02/13/2016		M	3,600 (1)	\$ 0	A	36,705.5 D
Common Stock	02/13/2016		F	1,169 (1)	\$ 20.67	D	35,536.5 D
Common Stock	02/15/2016		M	4,328 (2)	\$ 0	A	39,864.5 D
Common Stock	02/15/2016		F	1,150 (2)	\$ 20.67	D	38,714.5 D
Common Stock	02/16/2016		M	4,669 (3)	\$ 0	A	43,383.5 D

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Common Stock 02/16/2016 F 1,277⁽³⁾ D \$ 20.96 42,106.5 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)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units (DU005765) ⁽⁴⁾	\$ 0	02/13/2016		M	3,600 ⁽¹⁾	02/13/2015 ⁽⁵⁾ 02/13/2024	Common Stock	3,600
Restricted Stock Units (DU705728) ⁽⁴⁾	\$ 0	02/15/2016		M	4,328 ⁽²⁾	02/15/2014 ⁽⁵⁾ 02/15/2023	Common Stock	4,328
Restricted Stock Units (DU005823) ⁽⁴⁾	\$ 0	02/16/2016		M	4,669 ⁽³⁾	02/16/2016 ⁽⁵⁾ 02/16/2025	Common Stock	4,669

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOPNI SCOTT K 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			SVP, Finance & CAO	

Signatures

Kay F. Stockler
Attorney-in-Fact

02/17/2016

__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 3,600 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units (RSUs). A total of 1,169 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 2,431 net shares of Common Stock.
- (2) The Reporting Person received a total of 4,328 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of RSUs. A total of 1,150 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 3,178 net shares of Common Stock.
- (3) The Reporting Person received a total of 4,669 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of RSUs. A total of 1,277 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 3,392 net shares of Common Stock.
- (4) The Reporting Person previously received an award of RSUs, which represents the right to receive shares of Common Stock of the Issuer in the future, subject to the terms and conditions of the related award agreement.
- (5) This RSU award vests annually, on a pro rata basis, over a 3-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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