MUSE JOHN R Form 4 February 26, 2019

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MUSE JOHN R			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	DEAN FOODS CO [DF]  3. Date of Earliest Transaction	(Check all applicable)			
200 CRESCEN 1600	T COURT,	SUITE	(Month/Day/Year) 02/24/2019	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS, TX 75201				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owne			

(- 3)	(******)	1 abie	: 1 - Non-De	erivative s	securi	ties Ac	quirea, Disposea (	oi, or Beneficia	lly Ownea
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	nAcquired	d (A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	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)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common	02/24/2010		М	2,168		Φ.Ω	250 510	Ъ	
Stock	02/24/2019		M	(1)	A	\$ 0	259,510	D	
_									
Common	02/26/2019		M	2,074	Α	\$ 0	261,584	D	
Stock	02/20/2019		171	(2)	4.1	ΨΟ	201,501	D	
Common									By Spouse
Stock							1,275	I	(3)
Stock									<del>(-)</del>

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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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. Number on 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 Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4) (5)	\$0	02/24/2019		M	2,168 (1)	(5)	<u>(5)</u>	Common Stock	2,168 (1)	
Restricted Stock (4)	\$ 0	02/26/2019		M	2,074 (2)	<u>(6)</u>	<u>(6)</u>	Common Stock	2,074 (2)	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
MUSE JOHN R 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201	X						

# **Signatures**

Kay F. Stockler Attorney-in-Fact 02/26/2019

\*\*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 2,168 shares of Common Stock of the Issuer pursuant to the vesting of restricted stock units (RSUs).
- (2) The Reporting Person received a total of 2,074 shares of Common Stock of the Issuer pursuant to the vesting of RSUs.
- (3) The reporting person disclaims beneficial ownership of all shares not directly owned by him.
- (4) RSUs convert into common stock on a one-for-one basis.

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- (5) These RSUs were awarded on 2/24/2017. The award vests annually, on a pro rata basis, over a 3-year period.
- (6) These RSUs were awarded on 2/26/2016. The award vests annually, on a pro rata basis, over a 3-year period.

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.