SCOZZAFAVA RALPH P

Form 4 March 08, 2019

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

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Check this box

Form 5 obligations may continue. See Instruction Filed pursual Section 17(a) o

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 * SCOZZAFAVA RALPH P			2. Issuer Name and Ticker or Trading Symbol DEAN FOODS CO [DF]					5. Relationship of Reporting Person(s) to Issuer		
	(First) (N TH HASKELL SUITE 3400	Middle)	3. Date of (Month/Da 03/06/20	ay/Year)	ansaction			_X_ Director _X_ Officer (give below)		6 Owner er (specify
DALLAS, T	(Street) TX 75204		4. If Amer Filed(Mont	· ·		I		6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person	·	erson
(City)	(State)	(Zip)	Table	e I - Non-D	erivative (Securi	ities Acc	quired, Disposed (of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (D) (Instr. 3,	ispose	d of	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2019			F	5,846 (1)	D	\$ 3.13	89,929	D	
Common Stock								112,174	I	Family Trust (2)

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

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SEC 1474

(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. Transactic Code (Instr. 8)	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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (3) (4)	\$ 0	03/07/2019		A	409,836	<u>(5)</u>	(5)	Common Stock	409,836

Reporting Owners

Reporting Owner Name / Address	Ketauonsnips						
	Director	10% Owner	Officer	Other			
SCOZZAFAVA RALPH P							
2711 NORTH HASKELL AVENUE SUITE 3400	X		Chief Executive Officer				

Signatures

DALLAS, TX 75204

Kay F. Stockler Attorney-in-Fact 03/08/2019

**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) Shares were surrendered to satisfy tax obligations of the Reporting Person in connection with the time-based vesting of his 2016 Performance Stock Unit award.
- (2) The Reporting Person and his spouse serve as trustees and are beneficiaries of the Family Trust.
- (3) The Reporting Person received an award of restricted stock units (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.
- (4) RSUs convert into common stock on a one-for-one basis.
- (5) This RSU 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.

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