DEAN FOODS CO Form 4/A January 27, 2014

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: January 31, Expires:

Estimated average 0.5

2005

burden hours per response...

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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).

Common

| 1. Name and Address of Reporting Person * NEVARES HECTOR M | | | Symbol | and Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|----------------|----------------|--|-----------------------------|---|---|--|
| (Last) | (First) | (Middle) | DEAN FOOI 3. Date of Earlie | | (Check all applicable) | | |
| BOLIVIA 33 SUITE 303 | | | (Month/Day/Yes 06/07/2013 | ar) | | e title 10% Owner Other (specify below) | |
| (Street) | | | 4. If Amendmen Filed(Month/Day, 06/11/2013 | , & | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| HATO REY | , PR 00917 | | 00/11/2013 | | • | More than One Reporting | |
| (City) | (State) | (Zip) | Table I - N | on-Derivative Securities Ac | equired, Disposed o | f, or Beneficially Owned | |
| 1.Title of | 2. Transaction | n Date 2A. Dee | emed 3. | 4. Securities | 5. Amount of | 6. Ownership 7. Nature of | |

e of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price 513,146 (1) (2)

Stock

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 number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|------------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration Da | ate | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Y | Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. 3 and 4) |) | Owne |
| | Security | | | | Acquired | | | | | Follo |
| | • | | | | (A) or | | | | | Repo |
| | | | | | Disposed | | | | | Trans |
| | | | | | of (D) | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | Code V | (A) (D) | Date | Expiration | Title Amoun | t | |
| | | | | | . , , , | | Date | or | | |
| | | | | | | | | Number | r | |
| | | | | | | | | of | | |
| | | | | | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--------------------------------|---------------|---|---------|-------|--|
| FB | Director | _ | Officer | Other | |
| NEVARES HECTOR M | *** | | | | |
| BOLIVIA 33 SUITE 303 | X | | | | |
| HATO REY, PR 00917 | | | | | |

Signatures

Carman M. Callahan, 01/27/2014 Attorney-In-Fact

**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).

This amendment is being filed to correct the amount reported under Column 5 - "Amount of Securities Beneficially Owned Following Reported Transactions" following the transaction that occurred on June 7, 2013. Due to the spin-off of a portion of the Issuer's ownership

- (1) interest in The WhiteWave Foods Company on May 23, 2013, the reporting person's number of deferred restricted stock units was adjusted to preserve the pre-spin intrinsic value. The adjusted amount of deferred restricted stock units was not previously included in the number originally reported under Column 5.
- Includes 10,251 shares of common stock from restricted stock units that have vested, and the reporting person has elected to defer receipt until he is no longer a member of the Issuer's Board of Directors.
 - On August 26, 2013, the common stock of Dean Foods Company was adjusted to reflect a 1-for-2 reverse stock split. This line item does not report the number of shares beneficially owned by the reporting person after adjustment for the reverse stock split, including the
- (3) reporting person's receipt of cash in lieu of fractional shares. After adjusting for the reverse stock split, the reporting person now owns a total of 256,571 shares of common stock. This includes 5,124 shares of common stock from restricted stock units that have vested, and the reporting person has elected to defer receipt until he is no longer a member of the Issuer's Board of Directors.

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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