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

OMB Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

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5 Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

See Instruction

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 *

VOPNI SCOTT K			2. Issuer Name and Ticker or Trading Symbol DEAN FOODS CO [DF]					S. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 2711 NORTH HASKELL AVENUE, SUITE 3400			3. Date of Earliest Transaction (Month/Day/Year) 02/13/2015					(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) SVP/CAO & Investor Relations			
DALLAS, 7	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 Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/13/2015			M	3,601 (1)	A	\$ 0	18,277.5	D		
Common Stock	02/13/2015			F	1,059 (1)	D	\$ 16.19	17,168.5	D		
Common Stock	02/15/2015			M	4,328 (2)	A	\$ 0	21,496.5	D		
Common Stock	02/15/2015			F	1,156 (2)	D	\$ 16.19	20,340.5	D		

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

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SEC 1474 (9-02)

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. Transact Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (DU005765)	\$ 0	02/13/2015		M			3,601 (1)	02/13/2015(4)	02/13/2024	Common Stock
Restricted Stock Units (DU705728)	\$ 0	02/15/2015		M			4,328 (2)	02/15/2014(4)	02/15/2023	Common Stock
Restricted Stock Units	\$ 0	02/16/2015		A		14,007		02/16/2016(4)	02/16/2025	Common Stock

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/CAO & Investor Relations

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)

Reporting Owners 2

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The reporting person received a total of 3,601 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 1,059 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 2,542 net shares of Common Stock.

- 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 (2) restricted stock units. A total of 1,156 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 3,172 net shares of Common Stock.
- (3) 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.
- (4) The restricted stock units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary date of the grant. 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.