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 3235-0287 Number:

OMB APPROVAL

2005

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

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Departing Da

			2. Issuer Name and Ticker or Trading Symbol DEAN FOODS CO [DF]				ng	5. Relationship of Reporting Person(s) to Issuer			
	(First) (M FH HASKELL SUITE 3400	fiddle)	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2015				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) SVP - Logistics				
	(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 Form filed by More than One Reporting				
DALLAS, TX 75204								Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Stock	02/13/2015			M	2,088	A	\$ 0 (1)	2,088	D		
Common Stock	02/13/2015			D	2,088	D	\$ 16.19	0	D		
Common Stock	02/15/2015			M	2,435	A	\$ 0 (1)	2,435	D		
Common Stock	02/15/2015			D	2,435	D	\$ 16.19	0	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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title ON O
Phantom Stock Award DP001528	\$ 0 (1)	02/13/2015		M		2,088	02/13/2015(3)	02/13/2024	Common Stock
Phantom Stock Award DP701206	\$ 0 (1)	02/15/2015		M		2,435	02/15/2014(3)	02/15/2023	Common Stock
Restricted Stock Units (2)	\$ 0	02/16/2015		A	10,005		02/16/2016(3)	02/16/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
MCCUTCHEON S. CRAIG						
2711 NORTH HASKELL AVENUE, SUITE 3400			SVP - Logistics			
DALLAS, TX 75204						

Signatures

Kay F. Stockler, Attorney-in-Fact	02/18/2015
**Signature of Reporting Person	Date

Reporting Owners 2

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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) Each unit of phantom stock is the economic equivalent of one share of Common Stock of the issuer. At settlement, the Reporting Person received the cash value of the unit.
- (2) 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.
- (3) This award vests annually, on a pro rata basis, over a 3-year period beginning on the first anniversary date of the award.

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.