

DEAN FOODS CO
Form 8-K
November 19, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):

November 16, 2010

Dean Foods Company

(Exact name of registrant as specified in charter)

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Delaware
(State or other jurisdiction
of incorporation)

1-12755
(Commission

75-2559681
(IRS Employer

File Number)
2711 North Haskell Ave., Suite 3400

Identification No.)

Dallas, TX 75204

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (214) 303-3400

Not Applicable.

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 16, 2010, the Compensation Committee (the Committee) of the Board of Directors of Dean Foods Company (the Company) approved changes to the Company's existing Amended and Restated Executive Severance Pay Plan (the Plan). The Plan was amended to include all forms of long-term incentive compensation that may be awarded to participants in the future, including the Company's Cash Performance Units, in the definition of long-term incentive compensation. This change ensures that all components of long-term incentive compensation will be included in a participant's severance calculation. In addition, the Chief Executive Officer was added as a participant in the Plan, which is consistent with the practices of the majority of the Company's peer group. The description of the amendments to the Plan is qualified in its entirety by reference to the full text of the Plan, which is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Amended and Restated Executive Severance Pay Plan, dated November 16, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 19, 2010

DEAN FOODS COMPANY

By: /s/ STEVEN J. KEMPS
Steven J. Kemps

Executive Vice President and General Counsel

EXHIBIT INDEX

Exhibit

No.	Description
10.1	Amended and Restated Executive Severance Pay Plan, dated November 16, 2010.