

DEAN FOODS CO
Form 4
February 17, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCUTCHEON S. CRAIG

(Last) (First) (Middle)
2711 NORTH HASKELL AVENUE, SUITE 3400
(Street)

DALLAS, TX 75204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEAN FOODS CO [DF]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Logistics

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/13/2016 | | M | 2,088 | A \$ 0 ⁽¹⁾ | 2,877 | D |
| Common Stock | 02/13/2016 | | D | 2,088 | D \$ 20.67 | 789 | D |
| Common Stock | 02/15/2016 | | M | 2,435 | A \$ 0 ⁽¹⁾ | 3,224 | D |
| Common Stock | 02/15/2016 | | D | 2,435 | D \$ 20.67 | 789 | D |
| Common Stock | 02/16/2016 | | M | 3,335 ⁽²⁾ | A \$ 0 | 4,124 | D |

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Common Stock 02/16/2016 F 883 ⁽²⁾ D \$ 20.96 3,241 D

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

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(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 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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Phantom Stock Award (DP001528) ⁽¹⁾ | \$ 0 | 02/13/2016 | | M | 2,088 | 02/13/2015 ⁽³⁾ 02/13/2024 | Common Stock 2,088 |
| Phantom Stock Award (DP701206) ⁽¹⁾ | \$ 0 | 02/15/2016 | | M | 2,435 | 02/15/2014 ⁽³⁾ 02/15/2023 | Common Stock 2,435 |
| Restricted Stock Units (DU005827) ⁽⁴⁾ | \$ 0 | 02/16/2016 | | M | 3,335 ⁽²⁾ | 02/16/2016 ⁽³⁾ 02/16/2025 | Common Stock 3,335 |

Reporting Owners

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

Signatures

Kay F. Stockler
Attorney-in-Fact

02/17/2016

__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) Each unit of phantom stock is the economic equivalent of one share of Common Stock of the Issuer. Vesting of the award is subject to the terms and conditions of the award agreement. At settlement, the Reporting Person received the cash value of the unit.

The Reporting Person received a total of 3,335 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of
 - (2) restricted stock units (RSUs). A total of 883 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 2,452 net shares of Common Stock.
 - (3) This award vests annually, on a pro rata basis, over a 3-year period beginning on the first anniversary of the grant date.
 - (4) The Reporting Person previously received an award of 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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