

DEAN FOODS CO
Form 4
March 18, 2016

FORM 4

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

OMB APPROVAL

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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 *
MUSE JOHN R

(Last) (First) (Middle)

200 CRESCENT COURT, SUITE 1600

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2016

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)

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	03/16/2016		M	A	\$ 8,663 16.98	D	
Common Stock	03/16/2016		M	A	\$ 14,357 17.36	D	
Common Stock	03/16/2016		M	A	\$ 10,224 12.6	D	
Common Stock	03/16/2016		M	A	\$ 17,353 8.96	D	
Common Stock	03/16/2016		M	A	\$ 16,713 10.44	D	

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Common Stock	03/16/2016	F	42,995	D	\$ 19.89	204,093	D	
Common Stock						1,275	I	By Spouse <u>(1)</u>

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exercise of Stock Option (Award NF706489)	\$ 16.98	03/16/2016		M	8,663	<u>(2)</u> 06/30/2018	Common Stock	8,663	
Exercise of Stock Option (Award NF706516)	\$ 17.36	03/16/2016		M	14,357	<u>(2)</u> 02/13/2019	Common Stock	14,357	
Exercise of Stock Option (Award NF707267)	\$ 12.6	03/16/2016		M	10,224	<u>(2)</u> 02/12/2020	Common Stock	10,224	
Exercise of Stock Option (Award NF707331)	\$ 8.96	03/16/2016		M	17,353	<u>(2)</u> 02/18/2021	Common Stock	17,353	
Exercise of Stock Option	\$ 10.44	03/16/2016		M	16,713	<u>(2)</u> 02/17/2022	Common Stock	16,713	

(Award
NF707383)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUSE JOHN R 200 CRESCENT COURT SUITE 1600 DALLAS, TX 75201	X			

Signatures

Kay F. Stockler Attorney-in-Fact	03/18/2016
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__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) The reporting person disclaims beneficial ownership of all shares not directly owned by him.
 - (2) This option award is fully vested.

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.