McKelvey Gregory A Form 4 January 20, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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,

may continue. 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 ** McKelvey Gregory A			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Lost)	(Eirot)	(M: Jal.)	DEAN FOODS CO [DF]	(Check all applicable)		
(Last) (First) (Middle) 2515 MCKINNEY AVENUE, SUITE 1200			3. Date of Earliest Transaction (Month/Day/Year) 01/15/2010	Director 10% Owner _X Officer (give title Other (specify below) EVP-Chief Strategy		
(Street) DALLAS, TX 75201			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		
(City)	(State)	(Zin)		Person		

(City)	(State) (Table Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi n(A) or Di		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	• •	any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)		Reported	(111811. 4)	(111811.4)
					(A) or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Ilistr. 5 and 4)		
Common Stock	01/15/2010		M	1,400 (1)	A	\$0	3,682	D	
Common Stock	01/15/2010		F	458 <u>(1)</u>	D	\$ 18.24	3,224	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)

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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 on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		Underlyin	7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar	

M

Reporting Owners

\$0

Reporting Owner Name / Address Relationships

01/15/2010

Director 10% Owner Officer Other

McKelvey Gregory A 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201

EVP-Chief Strategy

Common

Stock

01/15/2009(2) 01/15/2018

Signatures

Restricted

Stock Units

(DU004315)

Katherine K. Connell, Attorney
In Fact

01/20/2010

**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).
- The reporting person received a total of 1,400 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of (1) restricted stock units. A total of 458 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 942 net shares of Common Stock.
- The reporting person has received an award of restricted stock units, which is the right to receive shares of Common Stock of the Issuer in (2) the future, subject to the terms and conditions of the award agreement. The units vest annually, on a pro rata basis, over a five year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.

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.

Reporting Owners 2