#### Edgar Filing: DEAN FOODS CO - Form 4

DEAN FOOI	DS CO										
Form 4											
February 15, 2011 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PPROVAL 3235-0287		
							irs per				
(Print or Type R	esponses)										
HILL JANET S			2. Issuer Name <b>and</b> Ticker or Trading Symbol DEAN FOODS CO [DF]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check					ck all applicable	c all applicable)		
(Month/D HILL FAMILY ADVISORS, 4000 02/12/20 LEGATO ROAD, SUITE 1100				th/Day/Year) 2/2011				X_ Director 10% Owner Officer (give title Other (specify below) below)			
				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
FAIRFAX, V	VA 22033							Form filed by M Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D	)	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	02/12/2011			Code V M	Amount 1,001	(A) or (D) A	Price \$ 0	Reported Transaction(s) (Instr. 3 and 4)	D		
Stock	02/12/2011			111	(1)	A	φU	27,346	D		
Common Stock	02/13/2011			М	1,235 (2)	А	\$0	28,581	D		

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

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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. Transacti Code (Instr. 8)	onof D Secu Acqu (A) o Disp (D)	urities uired or posed of tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Restricted Stock Units (DU005567)	\$ 0	02/12/2011		М		1,001 	02/12/2011 <u>(3)</u>	02/12/2020	Common Stock	1,0
Restricted Stock Units (DU004391)	\$ 0	02/13/2011		М		1,235 (2)	02/13/2010(3)	02/13/2019	Common Stock	1,2

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HILL JANET HILL FAMILY ADVISORS 4000 LEGATO ROAD, SUITE 1100 FAIRFAX, VA 22033	Х						
Signatures							
Katherine K. Connell, Attorney-In-Fact	02/	/15/2011					
**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 received a total of 1,001 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- (2) The reporting person received a total of 1,235 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- 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
- (3) the future, subject to the terms and conditions of the award agreement. The restricted stock units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary date of the grant.

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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