

ENGLES GREGG L
Form 4
February 14, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ENGLES GREGG L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and

DALLAS, TX 75204

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

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

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/12/2012		M		54,485 (1)	A	\$ 0 2,630,851 D
Common Stock	02/13/2012		M		47,333 (2)	A	\$ 0 2,678,184 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 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)	8. An or Nu of	
				Code	(A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units (DU003832)	\$ 0	02/12/2012		M	20,000 (1)	02/12/2008 ⁽³⁾	02/12/2017	Common Stock	20
Restricted Stock Units (DV005219)	\$ 0	02/12/2012		M	9,390 (1)	02/12/2008 ⁽³⁾	02/12/2017	Common Stock	9
Restricted Stock Units (DU004966)	\$ 0	02/12/2012		M	25,095 (1)	02/12/2011 ⁽⁴⁾	02/12/2020	Common Stock	25
Restricted Stock Units (DU004396)	\$ 0	02/13/2012		M	47,333 (2)	02/13/2010 ⁽⁵⁾	02/13/2019	Common Stock	47

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGLES GREGG L 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204	X		Chairman of the Board and	

Signatures

Katherine K. Connell, Attorney
In Fact 02/14/2011

**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 54,485 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.

(2)

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The reporting person received a total of 47,333 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.

- (3) 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 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 five year period beginning on the first anniversary date of the grant, subject to certain accelerated vesting provisions.

- (4) 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 the future, subject to the terms and conditions of the award agreement. The units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date.

- (5) 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 the future, subject to the terms and conditions of the award agreement. The units vest annually, on a pro rata basis, over a three 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.

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