

DEAN FOODS CO
Form 4
June 21, 2012

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 *
TURNER JIM L

(Last) (First) (Middle)

JLT BEVERAGES L.P., 5950
SHERRY LANE STE 370

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/19/2012		M		19,578 (1) \$ 14.2351	A	329,270 D
Common Stock	06/19/2012		F		16,882 (1) \$ 16.51	D	312,388 D
Common Stock	06/19/2012		M		19,578 (1) \$ 14.2351	A	87,141 I
Common Stock	06/19/2012		F		16,882 (1) \$ 16.51	D	70,259 I
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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy DF902174)	\$ 14.2351	06/19/2012		M	11,250	07/01/2002 ⁽³⁾ 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy T0000760)	\$ 14.2351	06/19/2012		M	2,073	07/01/2002 ⁽³⁾ 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy DV003980)	\$ 14.2351	06/19/2012		M	5,282	07/01/2002 ⁽³⁾ 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy DV003975)	\$ 14.2351	06/19/2012		M	973	07/01/2002 ⁽³⁾ 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy DF002174)	\$ 14.2351	06/19/2012		M	11,250	07/01/2002 ⁽³⁾ 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy T0000759)	\$ 14.2351	06/19/2012		M	2,073	07/01/2002 ⁽³⁾ 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy DV003998)	\$ 14.2351	06/19/2012		M	5,282	07/01/2002 ⁽³⁾ 07/01/2012	Common Stock

Non-Qualified Stock Option (right to buy DV003991)	\$ 14.2351	06/19/2012	M	973	07/01/2002 ⁽³⁾	07/01/2012	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER JIM L JLT BEVERAGES L.P. 5950 SHERRY LANE STE 370 DALLAS, TX 75225	X			

Signatures

Katherine K. Connell, Attorney-In-Fact	06/21/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 exercised options totalling 19,578 shares of Common Stock of the Issuer A total of 16,882 shares were surrendered
- (1) to satisfy the exercise price of such options and taxes associated with such exercise, resulting in the issuance of a total of 2,696 net shares of Common Stock.
 - (2) The reporting person disclaims beneficial ownership of all shares not directly owned by him.
 - (3) The options are fully vested and immediately exercisable upon 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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